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COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	CASE NO. 09-37010-sgj11
	§	
ERICKSON RETIREMENT COMMUNITIES, LLC, <i>et al.</i>	§	CHAPTER 11
	§	
Debtors.¹	§	

**FIRST INTERIM FEE APPLICATION OF BRACEWELL
& GIULIANI LLP, COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD NOVEMBER 2, 2009 THROUGH MARCH 31, 2010**

¹ The Debtors in these chapter 11 cases (the "Cases") are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, and Warminster Campus, LP.

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 1100 COMMERCE STREET, DALLAS, TEXAS 75202 BEFORE CLOSE OF BUSINESS ON MAY 21, 2010 WHICH IS AT LEAST TWENTY (20) DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK, AND A COPY MUST BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

Name of Applicant:	<u>BRACEWELL & GIULIANI LLP</u>
Authorized to Provide Professional Services to:	<u>OFFICIAL COMMITTEE OF UNSECURED CREDITORS</u>
Date of Retention:	<u>Nunc Pro Tunc to November 2, 2009</u>
Period for which compensation and reimbursement is sought:	<u>November 2, 2009 through March 31, 2010</u>
Amount of Compensation sought ¹ as actual, reasonable and necessary:	<u>1, 506,655.50, of which \$320,390.90 is sought to be paid</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$68,352.92, of which \$49,811.80 is sought to be paid</u>
This is a:	<u>First Interim Fee Application</u>

¹ Pursuant to the Global Settlement and the Plan, the parties have agreed that Bracewell and Protiviti may be compensated from the Debtors' estates for up to \$1.1 million of allowed fees and expenses. The amounts sought to be paid to Bracewell by this Application represent Bracewell's pro rata portion of \$1.1 million, less the amounts already paid to Bracewell on account of its November Monthly Statement and February Monthly Statement. As this Application does not include fees and expenses for the month of April, Bracewell's pro rata portion and the amounts sought are subject to change.

ATTACHMENT A TO FEE APPLICATION

**SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS RENDERING
SERVICES FROM NOVEMBER 2, 2009 THROUGH MARCH 31, 2010**

Name of Professional Person	Position of the Applicant, Number of Years in that Position	Year of Obtaining License to Practice	Hourly Billing Rate¹	Total Hours Billed	Total Compensation
Daniel S. Connolly	Joined firm as Partner in 2005.	1989 (NY)	815.00	83.50	68,052.50
Daniel S. Connolly	Joined firm as Partner in 2005.	1989 (NY)	407.50 (non-working travel rate)	23.40	9,535.50
Daniel S. Connolly	Joined firm as Partner in 2005.	1989 (NY)	870.00	174.00	151,380.00
Daniel S. Connolly	Joined firm as Partner in 2005.	1989 (NY)	435.00 (non-working travel rate)	59.80	26,013.00
Tricia R. DeLeon	Joined firm as Associate in 2000. Partner since 2008	2000 (TX)	495.00	17.70	8,761.50
Tricia R. DeLeon	Joined firm as Associate in 2000. Partner since 2008	2000 (TX)	530.00	0.30	159.00
Rachel B. Goldman	Joined firm as Associate in 2005. Partner since 2009.	1998 (NY)	600.00	13.40	8,040.00
Rachel B. Goldman	Joined firm as Associate in 2005. Partner since 2009.	1998 (NY)	650.00	10.20	6,630.00
Mark B. Joachim	Joined firm as Partner in 2007.	1993(NY/CA) 2000 (Mass.)	850.00	39.70	33,745.00
McGinley, Elizabeth	Joined firm as Partner in 2007.	1997 (NY)	700.00	0.80	560.00

¹ In an effort to reflect Bracewell's firm-wide hourly rate increases, effective as of January 1, 2010, hourly rates are listed herein for each professional and paraprofessional for the months prior to and after such effective time.

Name of Professional Person	Position of the Applicant, Number of Years in that Position	Year of Obtaining License to Practice	Hourly Billing Rate¹	Total Hours Billed	Total Compensation
James D. Reardon	Joined firm as Partner in 2009.	1981 (DC) 2005 (TX) 1991 (CT) 1992 (NY)	640.00	2.00	1,280.00
Samuel M. Stricklin	Joined firm as Partner in 2002.	1987 (TX)	625.00	146.50	91,562.50
Samuel M. Stricklin	Joined firm as Partner in 2002.	1987 (TX)	675.00	129.90	87,682.50
Samuel M. Stricklin	Joined firm as Partner in 2002.	1987 (TX)	337.50 (non-working travel rate)	5.00	1,687.50
John C. Adolph	Joined firm as Associate in 2007.	2007 (TX)	325.00	13.80	4,485.00
David J. Ball	Joined firm as Associate in 2007.	2005 (NY) 2004 (NJ)	480.00	40.60	19,488.00
David J. Ball	Joined firm as Associate in 2007.	2005 (NY) 2004 (NJ)	240.00 (non-working travel rate)	8.00	1,920.00
David J. Ball	Joined firm as Associate in 2007.	2005 (NY) 2004 (NJ)	575.00	24.10	13,857.50
Jeris D. Brunette	Joined firm as Associate in 2008.	2009 (NY)	325.00	59.00	19,175.00
Jason G. Cohen	Joined firm as Associate in 2007.	2005 (TX)	390.00	0.60	234.00
Terry D. Crawford	Joined firm as Associate in 2009.	NY Admission Pending	350.00	29.80	10,430.00
William H. Ebert	Joined firm as Associate in 2008.	2009 (NY) 2010 (DC)	325.00	24.30	7,897.50
William H. Ebert	Joined firm as Associate in 2008.	2009 (NY) 2010 (DC)	410.00	32.90	13,489.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position	Year of Obtaining License to Practice	Hourly Billing Rate¹	Total Hours Billed	Total Compensation
Janelle S. Forteza	Joined firm as Associate in 2008.	2008 (TX)	265.00	71.70	19,000.50
Janelle S. Forteza	Joined firm as Associate in 2008.	2008 (TX)	285.00	7.60	2,166.00
Marcus D. Friedman	Joined firm as Associate in 2006.	2008 (NY)	385.00	56.20	21,637.00
Alexander W. Jones	Joined firm as Associate in 2008.	2003 (AL) 2005 (NY)	605.00	10.30	6,231.50
Josephine Moon	Joined firm as Associate in 2008.	2008 (NJ) 2009 (NY)	325.00	12.30	3,997.50
Soham D. Naik	Joined firm as Associate in 2008.	2004 (NY)	510.00	171.70	87,567.00
Ryan M. Philp	Joined firm as Associate in 2008.	2004 (NY) 2003 (NJ)	510.00	21.00	10,710.00
Ryan M. Philp	Joined firm as Associate in 2008.	2004 (NY) 2003 (NJ)	605.00	13.60	8,228.00
Anna Rozin	Joined firm as Associate in 2008.	2008 (NJ) 2009 (NY)	325.00	315.70	102,602.50
Anna Rozin	Joined firm as Associate in 2008.	2008 (NJ) 2009 (NY)	410.00	224.70	92,127.00
Andrew J. Schoulder	Joined firm as Associate in 2006.	2003 (NY)	525.00	353.60	185,640.00
Andrew J. Schoulder	Joined firm as Associate in 2006.	2003 (NY)	262.50 (non-working travel rate)	13.60	3,570.00
Andrew J. Schoulder	Joined firm as Associate in 2006.	2003 (NY)	625.00	318.00	198,750.00
Andrew J. Schoulder	Joined firm as Associate in 2006.	2003 (NY)	312.50 (non-working travel rate)	37.40	11,687.50

Name of Professional Person	Position of the Applicant, Number of Years in that Position	Year of Obtaining License to Practice	Hourly Billing Rate¹	Total Hours Billed	Total Compensation
Adam B. Shane	Joined firm as Associate in 2009.	2009 (NJ) 2010 (NY)	350.00	439.70	153,895.00
Mark E. Engelbart	Joined firm as paralegal in 2010.	Paralegal for approximately 11.5 years.	250.00	15.50	3,875.00
Joanna Hong	Joined firm as paralegal in 2006.	Paralegal for approximately 10 years.	245.00	3.50	857.50
Janice C. Scanlan	Joined firm as paralegal in 1994.	Paralegal for approximately 22 years.	200.00	17.30	3,460.00
Janice C. Scanlan	Joined firm as paralegal in 1994.	Paralegal for approximately 22 years.	205.00	16.80	3,444.00
Alice Fosson	Joined firm as Knowledge Resources Reference Librarian in 1997.	Librarian for approximately 13 years.	215.00	0.80	172.00
Mary Ann Wacker	Joined firm as Knowledge Resources Reference Librarian in 2004.	Librarian for approximately 23 years.	215.00	4.00	860.00
Mary Ann Wacker	Joined firm as Knowledge Resources Reference Librarian in 2004.	Librarian for approximately 23 years.	225.00	0.50	112.50
Grand Total					1,506,655.50
Blended Rate					491.60
Blended Rate (excluding staff, summer associate, paralegal, and paraprofessional time)					496.90

Dated: April 30, 2010

Prior Fee Statements:

Date Filed	Period Covered	Fees Incurred	Requested Expenses	Fees Collected	Expenses Reimbursed
December 30, 2009	November 2, 2009 – November 30, 2009	\$429,545.50	\$5,808.56	\$343,636.40 (80% of the total fees)	\$5,808.50
March 26, 2010	February 1, 2010 – February 28, 2010	\$147,137.50	\$12,732.62	\$114,710.00 (80% of the total fees)	\$12,732.62
April 30, 2010	March 1, 2010- March 31, 2010	\$180,859.00	\$10,358.07	N/A	N/A

COMPENSATION BY PROJECT CATEGORY

		Hours	Amount
B110	ADMINISTRATION - CASE ADMINISTRATION	128.10	39,631.00
B120	ASSET ANALYSIS AND RECOVERY	108.50	48,108.50
B130	ASSET DISPOSITION	67.30	26,818.00
B140	RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS	5.60	2,320.00
B150	MEETINGS OF AND COMMUNICATIONS WITH CREDITORS	192.80	102,102.00
B160	FEE/EMPLOYMENT APPLICATIONS	134.20	55,436.50
B170	FEE/EMPLOYMENT OBJECTIONS	287.40	122,440.00
B180	AVOIDANCE ACTION ANALYSIS	308.90	121,712.00
B185	ASSUMPTION/REJECTION OF LEASES AND CONTRACTS	8.60	2,951.00
B190	OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJ	75.90	30,848.00
B195	NON-WORKING TRAVEL	73.70	54,495.00
B220	EMPLOYEE BENEFITS/PENSIONS	0.50	175.00
B230	FINANCING/CASH COLLECTIONS	410.70	207,486.50
B240	TAX ISSUES	14.40	8,604.50
B320	PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS	804.30	482,007.50
B410	GENERAL BANKRUPTCY ADVICE/OPINIONS	23.80	14,539.00
B499	LITIGATION AND DISCOVERY	346.50	186,981.00

EXPENSE SUMMARY

Expense Category (Examples)	Service Provider (if applicable)	Total Expenses
Working Meals	Seamless Web	2,333.48
Color Copies	Equitrac Copies	1,857.00
Courier	FEDEX and KS Courier	553.21
Court Reporters	TSG Reporting and Kathy Rehling	3,426.60
Database Search	Lexis and Westlaw	0.00
Delivery Charges	Various	85.84
Deposition Fees	DepoTexas	1,491.00
Document Production	Darla M. Chavez, CSR	2,574.34
Electronic Filing, Document Retrieval	PACER, Westlaw, Secretary of State of Texas	1,038.52
Information Retrieval	Continental Corporate Service, Inc.	284.00
Outside Delivery	SD Courier	152.87
Photocopies	Equitrac Copies	2,655.80
Postage	U.S. Postal Service	25.02
Reimbursements	Various	4,733.56
Staff Service	N/A	396.21
Telephone	Equitrac	14.25
Travel Expenditures	Various	46,731.22
Total		68,352.92

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**FIRST INTERIM FEE APPLICATION OF BRACEWELL
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OF UNSECURED CREDITORS, FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD NOVEMBER 2, 2009 THROUGH MARCH 31, 2010**

¹ The Debtors in these chapter 11 cases (the "Cases") are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, and Warminster Campus, LP.

Bracewell & Giuliani LLP ("Bracewell"), Counsel to the Official Committee of Unsecured Creditors (the "Committee"), hereby submits this First Interim Fee Application for Allowance of Compensation and Reimbursement of Expenses for the Period November 2, 2009 Through March 31, 2010 (the "Application") pursuant to 11 U.S.C. §§ 105(a), 330 and 331, Federal Rule of Bankruptcy Procedure 2016, the Order Pursuant 11 U.S.C. §§ 105(A) and 332 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Compensation Order"), and the Guidelines for Compensation and Expense Reimbursement of Professionals promulgated by this Court. By this Application, Bracewell, as counsel to the Committee in these Cases, seeks approval and payment of compensation for legal services performed and expenses incurred during the period commencing November 2, 2009 through March 31, 2009 (the "Compensation Period"). In support hereof, Bracewell respectfully represents the following:

FACTUAL BACKGROUND

1. On October 19, 2009 (the "Petition Date"), the Debtors each filed their respective voluntary chapter 11 petitions in this Court for relief under title 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their property as debtors in possession.

2. On November 2, 2009, the United States Trustee for the Northern District of Texas, pursuant to section 1102(a) of the Bankruptcy Code, appointed the Committee to represent the interests of the Debtors' unsecured creditors. Also on that date, the Committee duly selected Bracewell to serve as counsel to represent the Committee in all matters during the pendency of these Cases. A true and correct copy of the Order approving Bracewell's retention is attached hereto as **Exhibit A**. Subsequent to the Committee's appointment, the Committee

elected to retain and employ Protiviti Inc. ("Protiviti") as financial advisor to the Committee in these Cases.

3. On November 24, 2009, the Court entered the Compensation Order, authorizing certain professionals of the Committee (each a "Professional") to submit an interim application for compensation and reimbursement of expenses, pursuant to the procedures specified therein. The Compensation Order provides, among other things, that a Professional may submit monthly fee statements. If no objections are made on or before the fifteenth calendar day after the date of the filing of the monthly fee statement, the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. If an objection to a monthly statement is served, the Debtors are authorized to pay the amount of such fees and expenses requested in the monthly statements less any amounts objected to and less a 20% holdback of the fees not objected to, by not later than the fifteenth calendar day after the objection deadline. If following the service of any objection to a monthly statement the objection is resolved by the parties, the Professional may serve a notice describing the terms of the resolution and the Debtors are authorized to pay the balance of the fees and expenses no longer objected to, less a 20% holdback of the fees not objected to. Pursuant to the Compensation Order, each Professional may file its first interim fee application (covering the period from the commencement of these cases through March 31, 2010) on or before April 30, 2010.

II. COMPENSATION AND REIMBURSEMENT OF EXPENSES

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these Cases and this Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 327 and 1103 of the Bankruptcy Code, as supplemented by the Bankruptcy Rules.

5. Bracewell submits this Application to the Court for an allowance of reasonable compensation for actual and necessary professional services provided to the Committee as its counsel in these Cases and for reimbursement of actual and necessary out-of-pocket expenses incurred in representing the Committee during the Compensation Period. All included services and costs for which Bracewell seeks compensation were performed for, or on behalf of, the Committee during the Compensation Period.

6. Bracewell billed a total of \$1,506,655.50 in fees and disbursed \$68,352.92 in its efforts performed on behalf of the Committee during the Compensation Period.

7. Bracewell filed a monthly fee statement for the period November 2, 2009 through November 30, 2009 (the "November Monthly Statement") for legal services rendered by Bracewell in the amount of \$429,545.50 and expenses incurred by Bracewell in the amount of \$5,808.56. The Debtors have remitted to Bracewell \$349,444.96 (constituting eighty percent (80%) of the total November fees and one hundred percent (100%) of the November expenses) with respect to the November Monthly Statement.²

8. Bracewell also filed a monthly fee statement for the period February 1, 2010 through February 28, 2010 (the "February Monthly Statement") for legal services rendered by Bracewell in the amount of \$147,137.50 and expenses incurred by Bracewell in the amount of \$12,732.62. The Debtors have remitted to Bracewell \$130,442.62 (constituting eighty percent (80%) of the total February fees and one hundred percent (100%) of the February expenses) with respect to the February Monthly Statement.

² The Debtors and certain of their lenders submitted objections to Bracewell's November Monthly Statement, all of which were consensually resolved and withdrawn.

9. By this Application, Bracewell seeks: (a) allowance of compensation in the amount of \$1,506,655.50 for legal services rendered during the Compensation Period, and allowance of reimbursement in the amount of \$68,352.92 for expenses incurred and disbursed during the Compensation Period, and (b) payment of compensation in the amount of \$320,390.90 and reimbursement of the expenses incurred by Bracewell during the Compensation Period in the amount of \$49,811.80. Pursuant to the Global Settlement and the Plan, the parties have agreed that Bracewell and Protiviti may be compensated from the Debtors' estates for up to \$1.1 million of allowed fees and expenses. The amounts sought to be paid to Bracewell by this Application represent Bracewell's pro rata portion of \$1.1 million, less the amounts already paid to Bracewell on account of its November Monthly Statement and February Monthly Statement. As this Application does not include fees and expenses for the month of April, Bracewell's pro rata portion and the amounts sought are subject to change.

10. For the Bankruptcy Court's review, a summary containing the names of each Bracewell professional and paraprofessional rendering services to the Committee during the Compensation Period, their customary billing rates, the time expended by each professional and paraprofessional, and the total value of time incurred by each professional and paraprofessional is attached as **Attachment A** (immediately following the second page of this motion).

11. The services rendered by Bracewell during the Compensation Period have been grouped into the task codes set forth in **Attachment A**. Bracewell attempted to categorize the services into the tasks it believed best applied thereto. However, certain services may relate to one or more task codes, and services pertaining to one task may be designated under another task code. They are described in further detail below.

12. In addition, **Exhibit B** contains computer printouts reflecting the time recorded for services rendered on a daily basis during the Compensation Period, and descriptions of the services provided identified by project task categories.

13. **Exhibit C** contains a breakdown of expenses incurred and disbursed by Bracewell during the Compensation Period. Bracewell has incurred out-of-pocket expenses during the Compensation Period in the amount of \$68,352.92. This sum is broken down into categories of charges, including, inter alia, filing fees, telephone and telecopier charges (\$1.50 per page for outgoing faxes only), mail and express mail charges, special or hand delivery charges, travel expense, and photocopying charges.

III. ANALYSIS AND NARRATIVE DESCRIPTION OF SERVICES RENDERED AND TIME EXPENDED

14. Section 330(a) of the Bankruptcy Code provides, in pertinent part, that bankruptcy courts may award "reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional employed by any such person." 11 U.S.C. § 330(a)(1)(A). The attorneys requesting compensation from the bankruptcy estate bear the burden of demonstrating to the Bankruptcy Court that the services performed and fees incurred were reasonable.

15. In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the Court shall consider, pursuant to 11 U.S.C. § 330(a)(3), the nature, extent, and the value of such services, taking into account all relevant factors, including: (A) the time spent on such services, (B) the rates charged for such services, (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of a case under this title, (D) whether the services were performed within a reasonable time commensurate with the

complexity, importance, and nature of the problem, issue, or task addressed, (E) with respect to a professional person, whether the person is board-certified or otherwise has demonstrated skill and experience in the bankruptcy field, and (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title. See 11 U.S.C. § 330(a)(3)(A)-(F).

16. With respect to the time and labor expended by Bracewell in this case as set forth in **Exhibit B**, during the Compensation Period, Bracewell rendered professional services in the amount of \$1,506,655.50. Bracewell believes it is appropriate for it to be compensated for the time spent in connection with these matters, and sets forth a brief narrative description of the services rendered for or on behalf of the Committee and the time expended, organized by project task categories, as follows:

A. ADMINISTRATION – CASE ADMINISTRATION (B110)

During the Compensation Period, Bracewell maintained and continued to update its case files and hearing calendar, and attended to other general case management issues, such as docket reviews and pleading summaries, necessary to keep the entire Bracewell team apprised of ongoing Case developments to protect the Committee's interests. Amounts billed to this matter also include time spent by Bracewell preparing for hearings attended (as further detailed below). Bracewell seeks allowance of compensation for 128.10 hours of reasonable and necessary legal expenses incurred for Case Administration services during the Compensation Period in the total amount of \$39,631.00.

B. ASSET ANALYSIS AND RECOVERY (B120)

During the Compensation Period, Bracewell engaged in discussions relating to ongoing production of documents and preformed diligence of the documents furnished in the Debtors'

extensive electronic data room. The time expended assisted Bracewell in understanding the Debtors' complex organizational and capital structure as well as identify unencumbered assets. Further, Bracewell conducted legal research in connection with determining potential additional claims for asset recovery on behalf of the Committee.

With respect to this matter, Bracewell also spent time (i) reviewing the Debtors' schedules and statements of financial affairs; (ii) preparing for and attending a meeting with members of the Debtors' management team on December 12, 2009 to obtain information regarding the Debtors' operations and assets; and (iii) reviewing valuation analyses. Bracewell seeks allowance of compensation for 108.50 hours of reasonable and necessary legal expenses incurred for Asset Analysis and Recovery services during the Compensation Period in the total amount of \$48,108.50.

C. ASSET DISPOSITION (B130)

Upon being selected as counsel to the Committee, Bracewell began immediately reviewing and analyzing, among other things, the events that had transpired in the Cases concerning the proposed sale of substantially all of the Debtors' assets (the "Sale"). On October 30, 2009, prior to Bracewell's engagement, a hearing was held before this Court on the Debtors' Motion for an Order (i) Approving Commitment Fee, Break-up Fee, Expense Reimbursement Payments to Plan Sponsor and Shop Provisions; (II) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets; (III) Approving Procedures for the Cure, Assumption and Assignment of Contracts; (IV) Scheduling Hearings to Consider (A) Approval of the Disclosure Statement and Approval of Solicitation Procedures and (B) Confirmation of Plan of Reorganization; (V) Establishing Deadlines to Object to the Disclosure Statement and Plan of Reorganization; and (VI) Granting Related Relief (the "Bidding Procedures Motion"). At such

hearing, this Court granted the Debtors' Bidding Procedures Motion, subject to certain revisions that were to be reflected in the Debtors' proposed order. Bracewell was engaged as the Committee's counsel in time to provide comments to the proposed order to the Bidding Procedures Motion (the "Bidding Procedures Proposed Order") and, as such, reviewed the Bidding Procedures Motion and related hearing transcripts so as to comment on the Bidding Procedures Proposed Order. Further, Bracewell expended a significant amount of time reviewing and analyzing the Master Purchase and Sale Agreement and all ancillary documents filed in connection with the Sale and the Debtors' auction, as further described below. Bracewell seeks allowance of compensation for 67.30 hours of reasonable and necessary legal expense incurred for Asset Disposition services in the total amount of \$26,818.00.

**D. RELIEF FROM STAY/ADEQUATE PROTECTION
PROCEEDINGS (B140)**

During the Compensation Period, a number of parties filed motions for relief from stay. Bracewell reviewed such motions and prepared for hearings that were scheduled (though often times not held). Bracewell seeks allowance of compensation for 5.60 hours of reasonable and necessary legal expense incurred for Relief From Stay/Adequate Protection Proceedings in the total amount of \$2,320.00.

**E. MEETINGS OF AND
COMMUNICATIONS WITH CREDITORS (B150)**

During the Compensation Period, Bracewell participated in numerous meetings (both telephonic and in person) and discussions with the Committee members to keep them informed of various matters in connection with these Cases. Given the expedited nature of these Cases and the multitude of settlement negotiations relating to various issues that arose throughout the Cases, it was necessary for Bracewell to have numerous calls and meetings with the Committee,

as a whole, and individual members. These meetings and calls were vital to Bracewell's ability to keep the Committee and its members updated on real-time basis. Amounts billed to this matter also included time spent by Bracewell (i) drafting and finalizing Bylaws for the Committee and (ii) preparing for and attending the Section 341 meeting of creditors. Bracewell seeks allowance of compensation for 192.80 hours of reasonable and necessary legal expense incurred for Meetings of and Communications with Creditors in the total amount of \$102,102.00.

F. FEE/EMPLOYMENT APPLICATIONS (B160)

During the Compensation Period, Bracewell drafted and filed (i) the Application of the Official Committee of Unsecured Creditors of Erickson Retirement Communities, LLC, et al. Under 11 U.S.C. § 1103(a) and Fed. R. Bankr. P. 2014, For Order Authorizing and Approving Retention and Employment *Nunc Pro Tunc* of Bracewell & Giuliani LLP as Counsel (the "B&G Retention Application"), (ii) an affidavit in support of the B&G Retention Application and (iii) the proposed order granting the B&G Retention Application. Additionally, Bracewell reviewed and revised the application for retention of Protiviti (the "Protiviti Retention Application" and collectively with the B&G Retention Application, the "Committee Professionals Retention Applications") and drafted a proposed order for same.

Furthermore, Bracewell prepared, drafted and filed the November Monthly Statement, the February Monthly Statement and the monthly fee statement for the month of March (the "March Monthly Statement"). As part of the process, Bracewell organized its financial data by project category, professional and date for the public and this Court to review. The November Monthly Statement was filed with this Court on December 30, 2009 and the February Monthly Statement was subsequently filed with this Court on March 26, 2010. The March Monthly Statement was filed contemporaneously with this Application. Additionally, Bracewell prepared

the monthly fee statements incorporated into this Application, but not previously file, for the months of December and January. Bracewell seeks allowance of compensation for 134.20 hours of reasonable and necessary legal expenses incurred for the preparation and filing of Fee/Employment Applications during the Compensation Period in the total amount of \$55,436.50.

G. FEE/EMPLOYMENT OBJECTIONS (B170)

The Debtors filed applications (collectively, the "Applications to Employ Debtors' Professionals") to employ Alvarez & Marsal Healthcare Industry, LLC, as the Debtors' crisis managers, and Houlihan Lokey Howard & Zukin Capital, Inc. ("Houlihan Lokey"), as the Debtors' financial advisor, on October 20, 2009 and October 22, 2009, respectively. Bracewell attempted to resolve the Committee's concerns with respect to these applications on a consensual basis. However, these efforts were unsuccessful and Bracewell was required to expend significant time researching for and preparing objections to the Applications to Employ Debtors' Professionals filed on behalf of the Committee. In addition, Bracewell participated in a contested hearing to prosecute the Committee's objection, which involved examinations of witnesses over the course of an entire day. On November 18, 2009, this court ultimately granted the relief requested by the Committee in its objection.

On December 16, 2009, certain of the Debtors' lenders filed objections to the Committee Professionals Retention Applications. On the same date, the Debtors objected to the Protiviti Retention Application. Bracewell spent considerable time reviewing the aforementioned objections and preparing a response. Further, Bracewell expended a significant amount of time preparing for and attending a hearing on this matter on December 18, 2009.

On January 14, 2010, the Debtors and certain of their lenders submitted objections to Bracewell's November Monthly Statement. At that time, Bracewell reviewed and analyzed the

objections in anticipation of having to address them at a later time. However, the objections to the November Monthly Statement have been consensually resolved pursuant to the Global Settlement in the Debtors' Plan, and the Debtors have remitted payment to Bracewell in the amount of \$349,444.96 (constituting eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses). Bracewell seeks allowance of compensation for 287.40 hours of reasonable and necessary legal expenses incurred for Fee/Employment Objections in the total amount of \$122,440.00.

H. AVOIDANCE ACTION ANALYSIS (B180)

Bracewell expended a significant amount of time investigating, analyzing and researching potential avoidance actions.

On October 20, 2009 the Debtors filed a Motion for an Order Authorizing Debtors to Escrow Initial Entrance Deposits (the "Initial IED Motion"). The Court entered an order granting the relief requested in the IED Motion on November 6, 2009. Subsequently, Bracewell researched, drafted and filed an objection to the Debtors' Motion for an Order Authorizing Additional Protections to Residents' Initial Entrance Deposits, filed on November 6, 2009 (the "IED Objection"), and an objection and motion to amend and modify the Initial IED Motion (the "IED Reconsideration Motion") on behalf of the Committee. Additionally, Bracewell spent substantial time researching and analyzing various legal issues and performing diligence on a number of documents furnished by the Debtors in connection with the IED Reconsideration Motion and IED Objection. Bracewell drafted a supplementary legal brief (the "IED Brief") in preparation for litigation on Section 552 issues raised by the IED Motions.

Further, Bracewell spent a substantial amount of time researching and analyzing the application of Section 552 of the Bankruptcy Code to the new 10-year management agreements that represented the most significant driver of value in the Debtors' sale to Redwood. Bracewell

asserted its position on the applicability of Section 552 to the new management agreements in its Valuation Motion (discussed below). Bracewell believes that the IED Objection and the Section 552 issues raised with respect to the new management agreements were among the key factors that facilitated the Global Settlement, i.e. as a condition to the settlement, the Committee agreed to withdraw these arguments.

In addition, Bracewell also expended time investigating the validity and enforceability of the liens of the Debtors' many lenders, including Construction Lenders and the Debtors' Corporate Lenders. Bracewell seeks allowance of compensation for 308.90 hours of reasonable and necessary legal expenses incurred for Avoidance Action Analysis in the total amount of \$121,712.00.

**I. ASSUMPTION/REJECTION OF
LEASES AND CONTRACTS (B185)**

During the Compensation Period, a number of parties filed motions to assume or rejection certain contracts. Bracewell reviewed all such motions to ensure that the rights of unsecured creditors were not jeopardized by such requests for relief. Bracewell seeks allowance of compensation for 8.60 hours of reasonable and necessary legal expenses incurred for Assumption/Rejection of Leases and Contracts services in the total amount of \$2,951.00.

**J. OTHER CONTESTED MATTERS
(EXCLUDING ASSUMPTION/REJECTIONS) B190)**

On December 14, 2009, certain parties, known collectively as the CCRC Mezzanine Lenders, filed a Motion for Order Appointing an Examiner Pursuant to 11 U.S.C. § 1104 (the "Examiner Motion"). Bracewell reviewed and analyzed the Examiner Motion, the various briefs filed in connection with the Examiner Motion and participated in a hearing regarding same.

Additionally, on January 12, 2010, five of the agents to the Debtors' Construction Lenders, each filed a motion to disband the Committee for the campus-level Debtors. Like the

majority of issues that arose during these Cases, each of the motions were resolved under the Global Settlement on a consensual basis. However, Bracewell was still required to spend a substantial amount of time reviewing and analyzing each of these motions and preparing to oppose each of these motions as a precautionary measure in the event that a settlement was not feasible.

Bracewell seeks allowance of compensation for 75.90 hours of reasonable and necessary legal expenses incurred for Other Contested Matters (excluding assumption/rejections) in the total amount of \$30,848.00.

K. NON-WORKING TRAVEL (B195)

During the Compensation Period, Bracewell attended a number of hearings (as further described in this Application) before this Court on behalf of the Committee. Bracewell also traveled to Baltimore for meetings with members of management (as further described above). Certain of the time billed in connection with this travel has been billed at 50% of the regular hourly rates pursuant to the Guidelines for Compensation and Expense Reimbursement of Professionals promulgated by this Court. Bracewell seeks allowance of compensation for 147.40 hours of reasonable and necessary legal expenses incurred for Non-Working Travel in the total amount of \$54,495.00.

L. EMPLOYEE BENEFITS/PENSIONS (B220)

On October 27, 2009, the Debtors filed a Motion to Pursuant to 11 U.S.C. Sec. 105(a) and 363(b) for an Order Authorizing Payment of Prepetition Employee Severance Benefits (the "Severance Motion"). While ultimately the Debtors decided not to pursue the Severance Motion, Bracewell reviewed the Severance Motion for any issues that would implicate the Committee's interests. Bracewell seeks allowance of compensation for .50 hours of reasonable and necessary legal expenses incurred for Employee Benefits/Pensions services in the total amount of \$175.00.

M. FINANCING/CASH COLLECTIONS (B230)

On the Petition Date, the Debtors filed two motions seeking orders authorizing the use of cash collateral and granting adequate protection to secured lenders (the "Cash Collateral Motions"). On October 22, 2009, the Debtors filed a Motion for Interim and Final Orders (I) Authorizing Debtors To Obtain Postpetition Financing on a Senior Secured Superpriority Basis Pursuant To 11 U.S.C. §§ 105, 361, 362, 363, and 364; (II) Granting Adequate Protection To Prepetition Secured Lenders Pursuant To 11 U.S.C. §§ 361, 363 and 364; (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b) and (c); and (IV) Granting Related Relief (the "DIP Motion"). Upon retention, Bracewell promptly reviewed and analyzed the Cash Collateral Motions, the DIP Motion and all related pleadings and proposed agreements with respect to such motions filed to date. Bracewell conducted substantial legal and market research and lien analysis with respect to the DIP Motion, the postpetition financing agreement and the Cash Collateral Motions. Bracewell attempted to resolve its objections to the DIP Motion and Cash Collateral Motions consensually. However, neither the Debtors nor ERC Funding were initially willing to agree to all of the Committee's requested concessions. Consequently, Bracewell was required to expend a substantial amount of time drafting and filing objections to the Cash Collateral Motions and the DIP Motion. In furtherance of these objections, Bracewell spent an extensive amount of time preparing for and taking the deposition of Matthew Niemann of Houlihan Lokey, the Debtors' witness in support of the Cash Collateral Motions and the DIP Motion. Following the deposition, Bracewell spent additional time preparing for a contested hearing. However, on the morning of the hearing, Bracewell engaged in further settlement discussion with the key constituencies that resulted in consensual resolution to the Committee's objections. Following these meetings, Bracewell attended hearings on the requests for relief.

Bracewell seeks allowance of compensation for 410.70 hours of reasonable and necessary legal expenses incurred for Financing/Cash Collections services in the total amount of \$207,486.50.

N. TAX ISSUES (B240)

As described in further detail in this Application, Bracewell reviewed the Plan and Disclosure Statement and drafted the Litigation Trust Agreement (defined below) during the Compensation Period. As part of such activities, Bracewell's tax specialists reviewed each of the foregoing with respect to tax related issues. Bracewell seeks allowance of compensation for 14.40 hours of reasonable and necessary legal expenses incurred for Tax Issues in the total amount of \$8,604.50.

**O. PLAN AND DISCLOSURE STATEMENT
(INCLUDING BUSINESS PLAN) (B320)**

On November 13, 2009, the Debtors filed the first iteration of the Disclosure Statement and the Plan. During the Compensation Period, Bracewell reviewed and analyzed amendments and supplements to the Plan, Disclosure Statement, Master Purchase and Sale Agreement, all ancillary Sale documents and accompanying blacklines. Bracewell prepared for and attended the Sale auction, which began on December 22, 2009 and ended on December 23, 2009. Following the auction, the Debtors filed an amended version on the Plan, which failed to provide any recovery for general unsecured creditors. Despite efforts to resolve this critical issue consensually, Bracewell was ultimately forced to draft and file a Motion for an Order Determining Appropriate Allocation of Value for Debtors' Plan of Reorganization on behalf of the Committee (the "Valuation Motion"). The Valuation Motion was heard by this Court on January 13, 2010, and Bracewell prepared for and attended this hearing. At the conclusion of this hearing, Bracewell participated in mediation meetings with the Debtors and other parties in

interest. After these meetings failed to resolve the Committee's concerns with respect to allocations of value, Bracewell was again forced to draft and file a Statement in Support of Mediation on behalf of the Committee.

In the weeks following the filing of this statement, Bracewell participated in spirited settlement negotiations with all parties in interest regarding the allocation of the Sale proceeds. Bracewell drafted and revised numerous versions of a settlement term sheet in the course of these negotiations, which were the subject of extensive and prolonged negotiation. Even after the parties believed that the terms of the settlement were finalized, new issues would arise requiring Bracewell to spend additional time modifying the settlement framework, which created additional rounds of commentary from the Debtors and their lenders. These negotiations ultimately resulted in the Global Settlement embedded in the Debtors' Plan. During the course of these negotiations, Bracewell also made several appearances before the Court to provide the Court with updates as to the progress of those negotiations.

Following the completion of the term sheet for the Global Settlement, Bracewell expended a substantial amount of time to ensure that the settlement was properly implemented in the Plan. These efforts were further complicated by, and required Bracewell to spend time responding to, efforts by other parties-in-interest to modify and challenge the Global Settlement. In furtherance of the Global Settlement, Bracewell conducted extensive research and analysis to ensure that the settlement complied with the Bankruptcy Code and applicable case law.

While Bracewell drafted objections to both the Disclosure Statement and Plan, they were ultimately not filed with the Court due to the settlements that were reached among the parties.

Subsequently, Bracewell prepared for the hearing before this Court to determine the adequacy of the Disclosure Statement, which took place on March 5, 2010. In response to those

objections to the Disclosure Statement that implicated the interests of unsecured creditors, Bracewell researched, drafted and filed a Limited Response to Objections to Debtors' Disclosure Statement Relating to the Third Amended Plan of Reorganization. Further, Bracewell spent significant time drafting and revising the agreement governing the Litigation Trust (the "Litigation Trust Agreement"). Additionally, in connection with the Litigation Trust, Bracewell coordinated interviews for the Committee with potential trustees.

Bracewell also reviewed and provided comments to the voting ballots relating to the Plan, and answered questions from creditors regarding the Plan, voting and completion of the ballots.

On March 1, 2010, Strategic Ashby Ponds Lender LLC and Strategic Concord Landholder, LP filed a Motion for Order Determining Appropriate Allocation of Sales Proceeds to be Generated under the Second Amended and Restated Master Purchase and Sale Agreement and to be Distributed under the Debtors Second Amended and Restated Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Michigan Valuation Motion"). Bracewell prepared for and attended a hearing that was held before this Court on the Michigan Valuation Motion on March 23, 2010 and participated in numerous depositions held as a result of the relief granted to the movants.

Bracewell seeks allowance of compensation for 804.30 hours of reasonable and necessary legal expenses incurred for Plan and Disclosure Statement (including the Business Plan) services in the total amount of \$482,007.50.

P. GENERAL BANKRUPTCY ADVICE/OPINIONS (B410)

During the Compensation Period, Bracewell provided advice to the Committee regarding strategies the Committee may pursue to better its interest. Bracewell reviewed a number of pleadings and participated in conference calls with the Debtors' counsel so as to best advise the Committee in this regard. Bracewell seeks allowance of compensation for 23.8 hours of

reasonable and necessary legal expenses incurred for General Bankruptcy Advice/Opinions in the total amount of \$14,539.

Q. LITIGATION AND DISCOVERY(B499)

During the Compensation Period, Bracewell prepared in a number of discovery requests and document preservation letters and conducted several examinations on behalf of the Committee. While Bracewell drafted a number of motions pursuant to Federal Rule of Bankruptcy Procedure 2004 ("Rule 2004"), a number of the motions were in many cases not filed following the Debtors' agreement to cooperate with the Committee and provide information on a consensual basis. However, Bracewell did file a Motion for an Order Authorizing Examination of National Senior Campuses, Inc. ("NSC") and the Not-For-Profit Operators (the "NFPs") Pursuant to Rule 2004. Bracewell attended a hearing on this motion on January 6, 2010, and subsequently negotiated the scope of the document request with counsel to NSC and the NFPs. Upon receiving the requested documents, Bracewell began reviewing such documents in anticipation of potential litigation.

Bracewell held several internal meetings to develop its litigation strategy on behalf of the Committee. However, Bracewell halted its litigation efforts after reaching settlement agreements with the Debtors and their lenders. Bracewell seeks allowance of compensation for 346.50 hours of reasonable and necessary legal expenses incurred for Litigation and Discovery services in the total amount of \$186,981.00.

17. Bracewell charged and now requests those fees that are customary and charged by most counsel in this marketplace for similar Chapter 11 cases. Billing rates set forth in Bracewell's Summary of Professionals and Paraprofessionals Rendering Services From November 2, 2009 Through March 31, 2010 represent customary rates routinely billed to the

firm's many clients. (See **Attachment A**). Moreover, Bracewell stated in its Retention Application and accompanying Affidavit that it would be compensated on an hourly basis, plus reimbursement of actual, reasonable and necessary out-of-pocket expenses incurred by the firm. Here, the compensation requested does not exceed the reasonable value of the services rendered. Bracewell's standard hourly rates for work of this nature are set at a level designed to fairly compensate Bracewell for the work of its attorneys and paraprofessionals, and to cover fixed and routine overhead expenses.

18. This Application covers the period from November 2, 2009 through March 31, 2010. Although every effort was made to include all fees and expenses from the Compensation Period in this Application, some fees and/or expenses from the Compensation Period might not be included in this fee application due to delays in processing time and receipt of invoices for expenses and/or for preparation of the instant application subsequent to the Compensation Period. Accordingly, Bracewell reserves the right to make further application to the Bankruptcy Court for allowance of fees and expenses not included herein.

19. Bracewell believes that the instant application and the description of services set forth herein are in compliance with the requirements of the Compensation Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure and this Court. A true and correct copy of the Verification of Samuel M. Stricklin is attached hereto as **Exhibit D**.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

WHEREFORE, Bracewell respectfully requests entry of an Order authorizing the (a) allowance of compensation in the amount of \$1,506,655.50 for legal services rendered during the Compensation Period, and the allowance of reimbursement in the amount of \$68,352.92 for expenses incurred and disbursed during the Compensation Period; (b) payment of compensation in the amount of \$320,390.90 and reimbursement of the expenses incurred by Bracewell during the Compensation Period in the amount of \$49,811.80 and (c) granting such other and further relief as may be appropriate.

DATE: April 30, 2010

Respectfully submitted,

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

By: /s/ Samuel M. Stricklin
Samuel M. Stricklin (State Bar No. 19397050)
Bracewell & Giuliani LLP
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COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing instrument has been served on the parties receiving electronic notice via the Court's ECF noticing system on this 30th day of April, 2010.

/s/ Samuel M. Stricklin

Samuel M. Stricklin

To: The parties on the Service List set forth below:

Office of the United States Trustee
1100 Commerce St., Room 976
Dallas, TX 74242-1496
Attn.: Nancy Sue Resnick, Esq.

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Jeremy R. Johnson, Esq.
Michael D. Hynes, Esq.
Jason M. Karaffa, Esq.
Kristin J. Rosella, Esq.
Camisha L. Simmons, Esq.

DLA Piper LLP (US)
Counsel for Debtors
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Dallas, TX 75201-4605
Attn: Vincent P. Slusher, Esq.

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Attn.: Paul Rundell

Erickson Retirement Communities, LLC
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Baltimore, MD 21228
Attn: Gerald Doherty

Haynes & Boone, LLP
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Dallas, TX 75219-7673
Attn.: Mark Joseph Elmore, Esq.

Haynes & Boone, LLP
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Winston & Strawn LLP
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Andrews Kurth LLP
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Jason S. Brookner, Esq.

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Adrienne K. Walker, Esq.

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Gardere, Wynne & Sewell
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Deirdre B. Ruckman, Esq.

Jackson Walker
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William Lawrence Medford, Jr., Esq.
Bruce H. White, Esq.

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Boris I. Mankovetsky, Esq.
Arlene Elgart Mirsky, Esq.

Squire, Sanders & Dempsey LLP
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Attn.: Jeffrey A. Marks, Esq.

Squire, Sanders and Dempsey LLP
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Franklin Skierski Lovall Hayward LLP
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Mintz Levin Cohn Ferris Glovsky Popeo
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Attn.: Ian A. Hammel, Esq.
William Wade Kannel, Esq.

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Atlanta, GA 30309-3424
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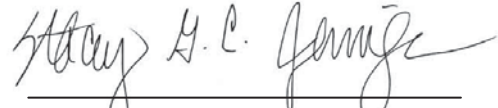
Cynthia Johnson Rerko, P.C.
Counsel for Wells Fargo National Association
2508 State Street, #6
Dallas, TX 75201
Attn.: Cynthia Johnson Rerko, Esq.

EXHIBIT A



U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.


United States Bankruptcy Judge

Signed January 7, 2010

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§	CASE NO. 09-37010-sgj11
	§	
ERICKSON RETIREMENT	§	CHAPTER 11
COMMUNITIES, LLC, <i>et al.</i>	§	
	§	
Debtors. ¹	§	

**ORDER AUTHORIZING THE RETENTION OF
BRACEWELL & GIULIANI LLP AS COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon consideration of the Application of the Official Committee of Unsecured Creditors (the "Committee") to retain Bracewell & Giuliani LLP ("Bracewell") to serve as counsel for the Committee (the "Application"), effective as of November 2, 2009; and upon consideration of the declaration of Samuel M. Stricklin in support of the Application; and the Court being satisfied

¹ The Debtors in these chapter 11 cases (the "Cases") are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, and Warminster Campus, LP.

that Bracewell represents no interest adverse to the Committee in connection with these Cases;
and notice of the Application being sufficient; and sufficient cause appearing therefor:

IT IS HEREBY ORDERED THAT:

1. The Application is approved.
2. Pursuant to section 1103 of the Bankruptcy Code, the Committee is authorized to employ and to retain Bracewell, effective as of November 2, 2009, to serve as its counsel in the above-captioned cases.
3. Bracewell shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court and such other procedures as may be fixed by Order of this Court.

END OF ORDER

SUBMITTED BY:

Samuel M. Stricklin
State Bar No. 19397050
Tricia R. DeLeon
State Bar No. 24005885
BRACEWELL & GIULIANI LLP
1445 Ross Avenue, Suite 3800
Dallas, Texas 75202
Telephone: (214) 758-1074
Facsimile: (214) 758-8374

**PROPOSED COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

EXHIBIT B

Bracewell & Giuliani LLP

ATTORNEYS AT LAW

P. O. Box 848566
Dallas, TX 75284-8566
713 223-2300
TAX ID 74-1024827

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Erickson Retirement Unsecured Creditor's Committee
15460 Pin Oak Drive
Conroe, TX 77384

April 27, 2010
Invoice: 21441407
B/A: 02892

Our Matter #: 027625.000001 For Services Through March 31, 2010
Erickson Retirement Communities, LLC

			Hours	Rate/Hr	Amount
B110 - ADMINISTRATION - CASE ADMINISTRATION					
11/02/09	Attention to docket filings	Anna Rozin	2.30	325.00	747.50
11/03/09	Attention to case calendar and case administration	Anna Rozin	1.40	325.00	455.00
11/03/09	Go to court for copy of transcript; order copies of transcript	Janelle S. Forteza	1.20	265.00	318.00
11/03/09	Format and e-file Notice of Appearance; e-mail correspondence from A Schouder regarding people to receive notices; create e-mail rule to forward notices to various attorneys	Janice C. Scanlan	0.70	200.00	140.00
11/04/09	Telephone call with J Forteza regarding transcript of hearing; e-mail to Special Delivery to obtain CD of hearing	Janice C. Scanlan	0.20	200.00	40.00
11/04/09	Attention to hearing transcripts	Janelle S. Forteza	2.00	265.00	530.00
11/04/09	Revisions to working group list	Anna Rozin	0.30	325.00	97.50
11/04/09	Reviewing docket activity to date and summarizing	Adam B. Shane	2.70	350.00	945.00
11/04/09	Updating working group list for unsecured creditors' committee	Adam B. Shane	0.10	350.00	35.00
11/05/09	Review and summary of docket activity	Adam B. Shane	0.70	350.00	245.00
11/05/09	Review and summary of pending motions	Adam B. Shane	3.50	350.00	1,225.00
11/05/09	Reviewed summaries of pending motions	Anna Rozin	3.70	325.00	1,202.50
11/06/09	Reviewed summaries of pending motions (1); revisions to case calendar (.2); attention to data	Anna Rozin	3.10	325.00	1,007.50

STATEMENT FOR PROFESSIONAL SERVICES IS PAYABLE UPON PRESENTATION
INVOICE AMOUNT DUE IN UNITED STATES DOLLARS

Bracewell & Giuliani LLP

ATTORNEYS AT LAW

Page 2

Erickson Retirement Unsecured Creditor's Committee

April 27, 2010
Invoice: 21441407

	room (1.3); attention to docket summary (.6)				
11/06/09	Review and summary of docket activity	Adam B. Shane	1.00	350.00	350.00
11/06/09	Review summary of pending motions scheduled to be heard	Andrew J. Schouder	0.60	525.00	315.00
11/06/09	Supervising and commenting upon internal docket summary correspondence	Marcus D. Friedman	0.20	385.00	77.00
11/09/09	Reviewing and summarizing contents of emergency motion	Adam B. Shane	0.40	350.00	140.00
11/10/09	Attention to UCC financing statements in the dataroom.	Anna Rozin	0.90	325.00	292.50
11/10/09	Online research regarding creditors' committees and confidential information per request of A Schouder	Mary Ann Wacker	1.00	215.00	215.00
11/11/09	Assisted Soham with pulling and printing requested cases on PACER.	Joanna Hong	0.50	245.00	122.50
11/11/09	Drafting and revising confidentiality motion	Marcus D. Friedman	1.90	385.00	731.50
11/11/09	Review and revise Committee confidentiality motion.	Andrew J. Schouder	1.00	525.00	525.00
11/12/09	Review and revise Committee Bylaws.	Andrew J. Schouder	0.70	525.00	367.50
11/12/09	Drafting and revising confidentiality motion.	Marcus D. Friedman	0.40	385.00	154.00
11/12/09	Reviewed daily docket update	Anna Rozin	0.10	325.00	32.50
11/13/09	Reviewing documents received from Debtors; reviewing document request lists.	Adam B. Shane	7.60	350.00	2,660.00
11/13/09	Format and e-file Witness and Exhibit List	Janice C. Scanlan	0.50	200.00	100.00
11/16/09	Attention to data room (.4); attention to telephonic appearance (.1); prepared daily docket summary (.2)	Anna Rozin	0.70	325.00	227.50
11/17/09	Prepared daily docket summary (.5); set up telephonic appearance (.2)	Anna Rozin	0.70	325.00	227.50
11/17/09	Review e-mail from A Schouder; prepare Application for Admission Pro Hac Vice; format proposed Orders appointing counsel; draft Notice of Hearing; e-file same and calendar hearings	Janice C. Scanlan	2.50	200.00	500.00
11/18/09	Scan and e-file Application for Admission Pro	Janice C. Scanlan	1.00	200.00	200.00

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	Hac Vice for A Schouder; prepare Notice of Hearing and e-file same; calendar hearing				
11/18/09	Attention to case calendar	Anna Rozin	0.20	325.00	65.00
11/19/09	Reviewed daily docket summary	Anna Rozin	0.10	325.00	32.50
11/19/09	Review of debtors' omnibus reply to objections; reviewing and summarizing objection of Loudoun County	Adam B. Shane	2.10	350.00	735.00
11/19/09	E-mail correspondence with J Forteza; arrange for pick-up of CD of hearings; format and file Notice of hearing	Janice C. Scanlan	0.50	200.00	100.00
11/20/09	Assisted Jeris Brunette with pulling and printing requested documents on PACER.	Joanna Hong	1.00	245.00	245.00
11/20/09	Review of daily docket activity and summaries	Adam B. Shane	0.40	350.00	140.00
11/20/09	Attention to daily docket summary	Anna Rozin	0.20	325.00	65.00
11/23/09	Daily review of docket activity and summaries of same	Adam B. Shane	0.40	350.00	140.00
11/23/09	Assisted Jeris Brunette with pulling and printing requested documents on PACER.	Joanna Hong	2.00	245.00	490.00
11/23/09	Telephone call with T DeLeon regarding filing; Pacer search regarding same	Janice C. Scanlan	0.30	200.00	60.00
11/23/09	Telephone conference with court coordinator regarding re-noticing 1/13/10 hearing	Tricia R. DeLeon	0.20	495.00	99.00
11/24/09	Telephone call with Bankruptcy Court help desk; e-mail Motion to Amend to Court for filing	Janice C. Scanlan	0.80	200.00	160.00
11/24/09	Review of daily docket activity and drafting of summaries of new motions	Adam B. Shane	2.90	350.00	1,015.00
11/24/09	Reviewed and summarized PNC's Rule 2004 motions (.8); attention to docket summary and case calendar (.5)	Anna Rozin	1.30	325.00	422.50
11/24/09	Analyze documents filed with the court	Janelle S. Forteza	0.50	265.00	132.50
11/25/09	Attention to docket and summary of same	Anna Rozin	1.20	325.00	390.00
11/25/09	Reviewing and summarizing docket activity for the day	Adam B. Shane	1.70	350.00	595.00
11/25/09	Review Court's Order Resetting Hearing and	Janice C. Scanlan	0.50	200.00	100.00

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	calendar same				
11/27/09	Retrieval of Debtor schedules and SOFAs	Adam B. Shane	1.00	350.00	350.00
11/30/09	Review and summarizing documents posted to the electronic docket	Adam B. Shane	3.50	350.00	1,225.00
11/30/09	Checking objection deadlines on retention applications	Adam B. Shane	0.20	350.00	70.00
11/30/09	Attention to summaries of docket filings	Anna Rozin	1.60	325.00	520.00
12/01/09	Review of pleadings filed on docket (.2) and prepare summary of same for team (1)	Adam B. Shane	1.20	350.00	420.00
12/02/09	Review of pleadings filed on docket (.2) and summary of same for Bracewell team (.3)	Adam B. Shane	0.50	350.00	175.00
12/03/09	Review of pleadings newly filed on the docket (.1); and summary of same for B&G team (.1)	Adam B. Shane	0.20	350.00	70.00
12/04/09	Reviewing pleadings filed on docket (.4) and preparing summary of same for team (1)	Adam B. Shane	1.40	350.00	490.00
12/04/09	Reviewed docket summary	Anna Rozin	0.10	325.00	32.50
12/04/09	File DIP Objection	Janelle S. Forteza	0.30	265.00	79.50
12/07/09	Review (.2) and summary (.9) of daily pleadings	Adam B. Shane	1.10	350.00	385.00
12/08/09	Review (.2) and summary for team of pleadings filed on docket (.5);	Adam B. Shane	0.70	350.00	245.00
12/08/09	Reviewed docket summary	Anna Rozin	0.20	325.00	65.00
12/09/09	Drafting docket update	Adam B. Shane	0.20	350.00	70.00
12/10/09	Attention to case contacts and general case administration	Anna Rozin	0.40	325.00	130.00
12/11/09	Reviewed docket update	Anna Rozin	0.10	325.00	32.50
12/11/09	Reviewing pleadings	Adam B. Shane	0.10	350.00	35.00
12/14/09	Complete transcript order form and transmit to court	Janice C. Scanlan	0.50	200.00	100.00
12/15/09	Reviewed docket update	Anna Rozin	0.10	325.00	32.50
12/15/09	Reviewing pleadings newly filed on docket	Adam B. Shane	0.20	350.00	70.00
12/16/09	Reviewing newly filed pleadings on docket (.1) and drafting summary of same for team	Adam B. Shane	0.40	350.00	140.00

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	(.3)				
12/16/09	Reviewing pleadings	Anna Rozin	0.30	325.00	97.50
12/18/09	Complete transcript order form and e-mail same to court	Janice C. Scanlan	0.50	200.00	100.00
12/21/09	Reviewing pleadings	Anna Rozin	0.50	325.00	162.50
12/21/09	Review of pleadings on docket (.1) and summary of same for Bracewell team (.2)	Adam B. Shane	0.30	350.00	105.00
12/21/09	Reviewing pleadings on the docket	Adam B. Shane	0.10	350.00	35.00
12/23/09	Reviewing pleadings on docket (.4) and updating case calendar based on new pleadings filed (.4)	Adam B. Shane	0.80	350.00	280.00
12/28/09	Review (.4) and summary (.1) of pleadings on the docket	Adam B. Shane	0.50	350.00	175.00
12/28/09	Attention to document requests	Anna Rozin	0.50	325.00	162.50
12/29/09	Reviewing pleadings on docket (.1) and summarizing same for team (.6)	Adam B. Shane	0.70	350.00	245.00
12/30/09	Reviewing pleadings on docket	Adam B. Shane	0.30	350.00	105.00
01/04/10	Review of pleadings (.2) and summary of same for team (.3)	Adam B. Shane	0.50	350.00	175.00
01/05/10	Review of pleadings (.1) and email correspondence to B&G working group re: same (.3)	Adam B. Shane	0.40	350.00	140.00
01/05/10	Attention to case calendar including updates from notices of hearing on docket	Adam B. Shane	0.50	350.00	175.00
01/05/10	E-mail correspondence with J Forteza and A Rozin (.1); format and e-file Witness and Exhibit List (.2); e-mail correspondence with A Shane (.1); prepare hearing notebook and assemble notebooks of exhibits for hearing (1.1)	Janice C. Scanlan	1.50	205.00	307.50
01/06/10	E-mail correspondence with A Shane (.1); assemble additional documents for hearing and revise case notebook (.9)	Janice C. Scanlan	1.00	205.00	205.00
01/06/10	Updating case calendar re: documents recently posted to the docket and given scheduling changes from hearing	Adam B. Shane	0.60	350.00	210.00

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01/06/10	Reviewing pleadings (.2) and summarizing same for team (.4)	Adam B. Shane	0.60	350.00	210.00
01/07/10	Review of pleadings (.10); summary of same (.10); updating case calendar (.10)	Adam B. Shane	0.30	350.00	105.00
01/08/10	Review of pleadings (.3) and summary of same (.5)	Adam B. Shane	0.80	350.00	280.00
01/08/10	Review of newly docketed orders setting hearings and updating calendar regarding same	Adam B. Shane	0.50	350.00	175.00
01/08/10	Confer with J. Scanlan re: retention application orders (.2); request hearing transcript (.1)	Anna Rozin	0.20	410.00	82.00
01/11/10	Review of pleadings (.1), drafting summary of same (.4)	Adam B. Shane	0.50	350.00	175.00
01/11/10	Submit order for transcript of hearing 1/6/2010 (.2); prepare calendar of pending hearings (.5); telephone call with court regarding transcript (.2); e-mail transcript to A Rozin (.1)	Janice C. Scanlan	1.00	205.00	205.00
01/12/10	Research regarding objection deadline and e-mail to A Shane regarding same (.8); assemble documents and create hearing notebooks (1.2)	Janice C. Scanlan	2.00	205.00	410.00
01/13/10	Format and e-file Motion for Valuation (.5); telephone call with Court regarding duplicate pleadings filed by other parties (.3); telephone call with A Rozin regarding same (.3); e-mail to court to order transcript of hearing (.4)	Janice C. Scanlan	1.50	205.00	307.50
01/14/10	Review of pleadings (.50) and corresponding adjustment to case calendar (.30)	Adam B. Shane	0.80	350.00	280.00
01/14/10	Drafting of summary of pleadings	Adam B. Shane	1.10	350.00	385.00
01/15/10	Review of pleadings (.1); drafting summary of same (.3); updating calendar regarding same (.1)	Adam B. Shane	0.50	350.00	175.00
01/15/10	Review Court's Order and Notice of Hearing and calendar same	Janice C. Scanlan	0.30	205.00	61.50
01/19/10	Review of pleadings (.1); summary of same (.2)	Adam B. Shane	0.30	350.00	105.00
01/20/10	Review of pleadings (.3); summary of same (.4); updating of calendar (.1)	Adam B. Shane	0.80	350.00	280.00
01/20/10	Telephone call with A Shane regarding status	Janice C. Scanlan	0.50	205.00	102.50

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	of hearings (.1); telephone call with Court and e-mail to A Shane regarding status of hearing schedule (.4)				
01/21/10	Telephone call with D Hardin regarding cancellation of hearing (.2); format and e-file Statement in Support of Mediation (.6)	Janice C. Scanlan	0.80	205.00	164.00
01/21/10	Review of pleadings (.20); and summary of same (.30)	Adam B. Shane	0.50	350.00	175.00
01/22/10	Review of pleadings (.30); summary of same (.20); updating calendar accordingly (.10)	Adam B. Shane	0.60	350.00	210.00
01/22/10	Office conference with J Forteza regarding hearing (.2); telephone call to Bankruptcy Court regarding objection deadline (.2); draft Notice of hearing (.5); telephone calls and e-mails with A Rozin regarding Notice (.2); e-file Notice of Hearing (.2)	Janice C. Scanlan	1.30	205.00	266.50
01/22/10	Attention to Notice of Hearing and objection deadline	Janelle S. Forteza	0.40	285.00	114.00
01/22/10	Reviewing notice of hearing (.1); confer with J. Scanlen and J. Forteza re: same (.2); confer with A. Schouder re: same (.1)	Anna Rozin	0.40	410.00	164.00
01/25/10	Review of pleadings (.3); summary of same to working group (.1)	Adam B. Shane	0.40	350.00	140.00
01/26/10	Telephone call with A Shane regarding objection deadlines for Motions to disband Creditors Committee (.1); telephone call with Bankruptcy Court regarding same (.2); Pacer search and telephone call with A Shane regarding status of hearings (.6); order transcript of hearing held 1/22/2010 (.3); e-mail correspondence with K Rehling regarding transcript order (.1)	Janice C. Scanlan	1.30	205.00	266.50
02/01/10	E-mail correspondence with J Forteza; Pacer search regarding 552 Motion	Janice C. Scanlan	0.50	205.00	102.50
02/02/10	File order postponing deadlines	Janelle S. Forteza	0.20	285.00	57.00
02/04/10	Review (.50) and summary (.80) of recent pleadings and update term	Adam B. Shane	1.30	350.00	455.00
02/10/10	Review of pleadings (.40) and summary of same (.80); update team	Adam B. Shane	1.20	350.00	420.00

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02/11/10	Review of pleadings (.10) and summary of same (.20); update team	Adam B. Shane	0.30	350.00	105.00
02/17/10	Attend to docketing issues with Court for abatement order	Janelle S. Forteza	0.20	285.00	57.00
02/18/10	Set up court call telephonic appearance	Anna Rozin	0.20	410.00	82.00
02/18/10	Review of pleadings (.30) and summary of same (.40); update team re: same	Adam B. Shane	0.70	350.00	245.00
02/22/10	Review of pleadings (.20) and summary of same (.40); update team re: same	Adam B. Shane	0.60	350.00	210.00
02/23/10	Review of pleadings (.10) and summary of same (.30)	Adam B. Shane	0.40	350.00	140.00
02/24/10	Review of pleadings (.20) and summary of same (.30)	Adam B. Shane	0.50	350.00	175.00
02/24/10	File Amended Order; telephone conference with clerk regarding Amended Order Abating Motions	Janelle S. Forteza	0.50	285.00	142.50
02/25/10	Reviewing pleadings (.10) drafting summary of same (.20) and updating calendar (.10)	Adam B. Shane	0.40	350.00	140.00
02/26/10	Telephone conference with clerk regarding Amended Order Abating Motions	Janelle S. Forteza	0.10	285.00	28.50
03/01/10	Review of pleadings (.20) summary of same (.20) and updating calendar (.20)	Adam B. Shane	0.60	350.00	210.00
03/01/10	Docket review; review and analysis of claims register and order granting joint motion to establish protocol re: filing proofs of claim; confer with A. Rozin re: current status of filed unsecured claims	Mark E. Engelbart	0.40	250.00	100.00
03/04/10	Draft, compile, and complete hearing binders re: disclosure statement hearing	Mark E. Engelbart	5.00	250.00	1,250.00
03/04/10	Assemble notebooks for hearing (2.5); telephone calls with A Shane regarding same (.5)	Janice C. Scanlan	3.00	205.00	615.00
03/05/10	E-mail correspondence with A Rozin; prepare order for transcript of hearing and e-mail same to court	Janice C. Scanlan	0.30	205.00	61.50
03/08/10	Docket review; review and analysis of debtors' fourth amended disclosure statement and	Mark E. Engelbart	0.60	250.00	150.00

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	amended plan; confer with A. Rozin re: recommendations for further action of same				
03/08/10	Review of pleadings (.80) and summary of same (1.80)	Adam B. Shane	2.20	350.00	770.00
03/09/10	Review of pleadings (.10) and summary of same (.20)	Adam B. Shane	0.30	350.00	105.00
03/10/10	Reviewing pleadings (.20) and drafting summary of same (.30)	Adam B. Shane	0.50	350.00	175.00
03/10/10	Review court orders and calendar hearings	Janice C. Scanlan	0.50	205.00	102.50
03/15/10	Reviewing pleadings (.20) and drafting summary of same (.30)	Adam B. Shane	0.50	350.00	175.00
03/15/10	Docket review and maintenance; review and analysis of Capmark's motion re: determination that automatic stay does not apply for relief from automatic stay to exercise rights with respect to funds held in escrow; confer with A. Shane re: statement of fees and disbursements	Mark E. Engelbart	0.40	250.00	100.00
03/17/10	Docket review and maintenance	Mark E. Engelbart	0.20	250.00	50.00
03/19/10	Docket review and maintenance	Mark E. Engelbart	0.20	250.00	50.00
03/19/10	Reviewing pleadings (.20) and drafting summary of same (.30)	Adam B. Shane	0.50	350.00	175.00
03/19/10	Attention to TRO hearing cancellation (.1); contacted L. Tancredi re: same (.1)	Anna Rozin	0.20	410.00	82.00
03/22/10	Review of pleadings (.20) drafting summary of same for B&G team (.20) and updating of calendar accordingly (.10)	Adam B. Shane	0.50	350.00	175.00
03/22/10	Importing requested documents from pacer (1.7); confer with A. Rozin re: status of same (.3)	Mark E. Engelbart	2.00	250.00	500.00
03/23/10	Reviewing pleadings (.10) and drafting summary of same (.20)	Adam B. Shane	0.30	350.00	105.00
03/24/10	Docket review and maintenance	Mark E. Engelbart	0.20	250.00	50.00
03/24/10	Reviewing pleadings (.10) and drafting summary of same (.30)	Adam B. Shane	0.40	350.00	140.00
03/25/10	Review of pleadings (.10) and drafting summary of same for team (.30)	Adam B. Shane	0.40	350.00	140.00

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03/26/10	Prepare calendar for S. Stricklin	Anna Rozin	0.30	410.00	123.00
03/30/10	Reviewing pleadings (.30) and drafting summary of same for team (.40)	Adam B. Shane	0.70	350.00	245.00
03/31/10	Reviewing pleadings (.1) and summary of same (.2)	Adam B. Shane	0.30	350.00	105.00
03/31/10	Docket review and maintenance	Mark E. Engelbart	0.20	250.00	50.00
Total for B110			128.10		39,631.00

B120 - ASSET ANALYSIS AND RECOVERY

11/05/09	Review Protiviti document request list.	Andrew J. Schouder	0.50	525.00	262.50
11/06/09	Supplement document request list; provide to Debtors; Review summary of liabilities; analysis re: same.	Andrew J. Schouder	1.30	525.00	682.50
11/09/09	Calls with M. Atkinson re: data review.	Andrew J. Schouder	0.90	525.00	472.50
11/10/09	Review documents from debtors	Samuel M. Stricklin	6.40	625.00	4,000.00
11/11/09	Review documents provided by the debtors	Samuel M. Stricklin	2.40	625.00	1,500.00
11/13/09	Attention to B&G and Protiviti retention applications (.5); attention to proposed orders to same (1)	Anna Rozin	1.50	325.00	487.50
11/14/09	Attention to data room	Anna Rozin	0.30	325.00	97.50
11/14/09	Due diligence of documents and reviewing debtors' motions.	Adam B. Shane	1.20	350.00	420.00
11/19/09	Review documents produced by Debtors; call with Protiviti re: same; discuss same with A. Rozin.	Andrew J. Schouder	1.00	525.00	525.00
11/23/09	Diligence of document requests received and data room contents	Adam B. Shane	3.50	350.00	1,225.00
11/24/09	Due diligence of documents received	Adam B. Shane	4.90	350.00	1,715.00
11/24/09	Drafting list of outstanding document requests to Debtors' counsel	Adam B. Shane	0.70	350.00	245.00
11/24/09	Attend to document requests.	Andrew J. Schouder	0.30	525.00	157.50
11/25/09	Attend to issues re: schedules and statements.	Andrew J. Schouder	0.60	525.00	315.00
11/25/09	Reviewing documents received from debtors with respect to document request list	Adam B. Shane	1.80	350.00	630.00
11/27/09	Reviewing Debtors' schedules and statements	Anna Rozin	1.60	325.00	520.00

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11/27/09	Review and analysis of schedules and statements for various Debtors.	Andrew J. Schouder	9.20	525.00	4,830.00
11/27/09	Analyze Debtors' schedules	Tricia R. DeLeon	2.40	495.00	1,188.00
11/29/09	Review issues identified by Protiviti re: schedules and statements; prepare issues outline; prepare questions for 341.	Andrew J. Schouder	5.20	525.00	2,730.00
11/30/09	Review of documents received with respect to document request list	Adam B. Shane	2.30	350.00	805.00
12/01/09	Review transcript of 341	Samuel M. Stricklin	1.40	625.00	875.00
12/02/09	Diligence of new data room documents	Adam B. Shane	1.20	350.00	420.00
12/03/09	Diligence of new documents received	Adam B. Shane	0.20	350.00	70.00
12/07/09	Diligence of recently received documents	Adam B. Shane	6.00	350.00	2,100.00
12/07/09	Diligence of documents furnished by debtors	Anna Rozin	1.90	325.00	617.50
12/08/09	Diligence of newly received documents	Adam B. Shane	1.80	350.00	630.00
12/09/09	Diligence review	Adam B. Shane	4.50	350.00	1,575.00
12/11/09	Updating diligence and summary	Adam B. Shane	0.10	350.00	35.00
12/14/09	Diligence review (2) and updates (.1)	Adam B. Shane	2.10	350.00	735.00
12/14/09	Inquiry regarding Baltimore Community Foundation	Anna Rozin	1.10	325.00	357.50
12/14/09	Diligence with respect to Erickson trusts	Anna Rozin	1.50	325.00	487.50
12/14/09	Attention to dataroom	Anna Rozin	1.20	325.00	390.00
12/14/09	Review and analysis of tax returns and loan documents.	Andrew J. Schouder	3.20	525.00	1,680.00
12/15/09	Prep for meeting with management (.5); review and analysis of various documents, tax forms, and agreements re: same (4); prepare outline of questioning re: same (1.2); call with Protiviti re: same (.3).	Andrew J. Schouder	6.00	525.00	3,150.00
12/15/09	Conference call with Protiviti regarding prep for meeting with ERC management in Baltimore (.8); 2004 issues (1.6)	Daniel S. Connolly	2.40	815.00	1,956.00
12/15/09	Diligence with respect to Erickson trusts	Anna Rozin	0.80	325.00	260.00
12/16/09	Reviewing and updating diligence	Adam B. Shane	0.40	350.00	140.00

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12/16/09	Prep for meeting with Protiviti; meeting with management.	Andrew J. Schouder	5.00	525.00	2,625.00
12/17/09	Attention to data room	Anna Rozin	0.70	325.00	227.50
12/18/09	Analysis of various claims issues	Adam B. Shane	0.90	350.00	315.00
12/21/09	Reviewing schedules	Adam B. Shane	0.20	350.00	70.00
12/23/09	Review of updated documents received	Adam B. Shane	0.20	350.00	70.00
12/28/09	Reviewing Debtors' operating reports	Adam B. Shane	0.30	350.00	105.00
12/28/09	Reviewing documents re: inter-creditor agreements	Adam B. Shane	0.90	350.00	315.00
12/28/09	Reviewed STAMP indenture	Anna Rozin	1.80	325.00	585.00
12/29/09	Reviewed mezzanine debt documents	Anna Rozin	1.50	325.00	487.50
12/30/09	Diligence of newly available files in data room	Adam B. Shane	3.30	350.00	1,155.00
01/04/10	Review of newly received documents in the data room	Adam B. Shane	0.20	350.00	70.00
01/05/10	Review of newly posted and newly available documents in dataroom and comparison to document request list	Adam B. Shane	1.60	350.00	560.00
01/06/10	Reviewed docket update	Anna Rozin	0.10	410.00	41.00
01/08/10	Review STAMPS indenture	Anna Rozin	0.30	410.00	123.00
01/11/10	Reviewed debtors' valuation analysis (.2); confer with A. Schouder re: same (.1)	Anna Rozin	0.30	410.00	123.00
01/12/10	Review of pleadings (.2) and summary of same to working group (.3)	Adam B. Shane	0.50	350.00	175.00
01/12/10	Attention to Debtors' Amended SOFA and Schedule	Adam B. Shane	0.30	350.00	105.00
01/15/10	Reviewing GPP re: subordination	Anna Rozin	1.00	410.00	410.00
01/19/10	Reviewed mezzanine and sale/leaseback loan documents (4); confer with A. Schouder and J. Wry re: same (1)	Anna Rozin	5.00	410.00	2,050.00
01/19/10	Attention to new documents in the data room	Adam B. Shane	0.10	350.00	35.00
01/21/10	Review of newly received documents (.2) and email correspondence with A Schouder regarding same (.1)	Adam B. Shane	0.30	350.00	105.00

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01/26/10	Attention to new data room documents	Adam B. Shane	0.20	350.00	70.00
Total for B120			108.50		48,108.50
B130 - ASSET DISPOSITION					
11/04/09	Research regarding standard for reconsideration	Anna Rozin	1.70	325.00	552.50
11/04/09	Review and comment on bid procedures and bid procedures order (3.2); review transcripts from prior hearings (3.0).	Andrew J. Schouder	6.20	525.00	3,255.00
11/05/09	Research regarding standard for reconsideration	Anna Rozin	1.00	325.00	325.00
11/06/09	Reviewed and analyzed the Master Purchase and Sale Agreement	Anna Rozin	3.80	325.00	1,235.00
11/07/09	Reviewed and analyzed Master Purchase and Sale Agreement (3.5); prepared summary of same (6); reviewed conditions to closing summary (1); correspondence with A. Shane re: same (.1)	Anna Rozin	10.60	325.00	3,445.00
11/07/09	Review and analysis of Redwood LOI and termsheets (2.0); review and analysis of transcripts (2.4); review NSC consent letter (0.5).	Andrew J. Schouder	4.90	525.00	2,572.50
11/08/09	Reviewing and summarizing APA and related LOI; discussing same with A. Rozin	Marcus D. Friedman	9.50	385.00	3,657.50
11/08/09	Attention to term sheet summaries (1.4); reviewed and analyzed the Redwood Letter of Intent (1.5); summary of same (1.6); correspondence with A. Schouder and M. Friedman re: same (.2); attention to Master Purchase and Sale Agreement summary revisions (1.4)	Anna Rozin	6.10	325.00	1,982.50
11/09/09	Revisions to the Master Purchase and Sale Agreement and Redwood Letter of Intent Summary	Anna Rozin	3.30	325.00	1,072.50
11/09/09	Reviewing APA; discussing same w/ A. Schouder and A. Rozin	Marcus D. Friedman	0.90	385.00	346.50
11/09/09	Analysis of sales issues and bid procedures; call with S. Stricklin re: same; review summary of sale agreement.	Andrew J. Schouder	2.60	525.00	1,365.00

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11/23/09	Reviewing and summarizing APA Disclosure Schedule and Exhibits; correspondence w/ A. Schouder re: same	Marcus D. Friedman	8.60	385.00	3,311.00
12/15/09	Review of purchase and redemption agreements (.2) and discussion of same (.1)	Adam B. Shane	0.30	350.00	105.00
12/19/09	Attention to revised bids	Anna Rozin	1.00	325.00	325.00
12/21/09	Prepare for auction related issues	Daniel S. Connolly	0.70	815.00	570.50
12/22/09	Multiple calls and status reports regarding auction (.8); review letter from Nieman from NSC (.7)	Samuel M. Stricklin	1.50	625.00	937.50
12/31/09	Research regarding auction matters	Adam B. Shane	2.10	350.00	735.00
01/05/10	Reviewed auction transcript and prepared excerpts for hearing	Anna Rozin	1.80	410.00	738.00
01/07/10	Drafting letter to Debtors re: Auction	Anna Rozin	0.70	410.00	287.00
Total for B130			67.30		26,818.00
B140 - RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS					
12/04/09	Review NSC NFP's joinder to Wilmington Trust's motion to assume and motion for relief from stay	Tricia R. DeLeon	0.20	495.00	99.00
02/17/10	Preparation for hearing	Anna Rozin	0.20	410.00	82.00
02/18/10	Prepare for hearing regarding Motion to Lift Stay filed by Naturescape	Janelle S. Forteza	0.80	285.00	228.00
03/08/10	Call with A. Walker re: escrow and protective motion re: same; review draft of protective motion.	Andrew J. Schouder	1.00	625.00	625.00
03/10/10	Review Capmark escrow agreement	Andrew J. Schouder	0.20	625.00	125.00
03/17/10	Conference with court regarding March 18 hearing	Janelle S. Forteza	0.30	285.00	85.50
03/17/10	Attention to upcoming hearing (.1); review Capmark motion for relief from stay (.2); confer with A. Shane re: same (.1)	Anna Rozin	0.40	410.00	164.00
03/17/10	Review of pleadings re: Victor Tavares motion for relief from stay	Adam B. Shane	0.40	350.00	140.00
03/17/10	Review of Wells Fargo motion for relief from stay (.50) and summary of same (.40)	Adam B. Shane	0.90	350.00	315.00

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03/18/10	Attention to Motion to Lift Stay hearing	Janelle S. Forteza	0.80	285.00	228.00
03/19/10	Reviewed Capmark motion for relief from stay	Anna Rozin	0.10	410.00	41.00
03/24/10	Review Capmark lift stay form of order.	Andrew J. Schouder	0.20	625.00	125.00
03/29/10	Review revised Capmark order	Andrew J. Schouder	0.10	625.00	62.50
Total for B140			5.60		2,320.00

B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS

11/02/09	Analyze P Rundell's affidavit in support of First Day Motions	Tricia R. DeLeon	1.00	495.00	495.00
11/02/09	Travel from NY to Dallas for committee formation (review and analysis of diligence, pleadings, first days) (6.0); attend Committee formation meeting (7.0); working travel from Dallas to NY (review FA Pitch materials for interview selections) (6.0).	Andrew J. Schouder	19.00	525.00	9,975.00
11/02/09	Conference with T DeLeon re: Committee formation meeting	Janelle S. Forteza	0.70	265.00	185.50
11/04/09	Drafting and revising draft Bylaws for the Official Committee of Unsecured Creditors; discussing same with A. Schouder	Marcus D. Friedman	2.20	385.00	847.00
11/06/09	Prepare for and participate in conference call with committee	Samuel M. Stricklin	1.50	625.00	937.50
11/10/09	Call with BNY counsel.	Andrew J. Schouder	0.50	525.00	262.50
11/11/09	Call with creditor re: case	Andrew J. Schouder	0.50	525.00	262.50
11/11/09	Drafting and revising Bylaws for the Official Committee of Unsecured Creditors; correspondence re: same	Marcus D. Friedman	1.80	385.00	693.00
11/12/09	Review and comment on committee presentation	Samuel M. Stricklin	1.40	625.00	875.00
11/12/09	Preparation for Committee call	Anna Rozin	2.80	325.00	910.00
11/13/09	Attending telephonic meeting of committee of unsecured creditors, taking minutes.	Adam B. Shane	2.50	350.00	875.00
11/13/09	Call with committee (2.6)	Anna Rozin	2.60	325.00	845.00
11/13/09	Call with committee; related follow-up re: Plan and Disclosure Statement and related Purchase Agreement (3.0); call with Sergio re: case (0.3); call with G. Bush re: retention apps and	Andrew J. Schouder	3.80	525.00	1,995.00

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	status of case (0.5).				
11/16/09	Call with PNC and Capmark.	Andrew J. Schouder	0.60	525.00	315.00
11/19/09	Call with CapMark counsel.	Andrew J. Schouder	0.50	525.00	262.50
11/25/09	Call with rep for RIFs.	Andrew J. Schouder	0.80	525.00	420.00
11/25/09	Attend to issues re: 341; call with UST re: same.	Andrew J. Schouder	1.20	525.00	630.00
11/27/09	Prepare for creditors' meeting	Tricia R. DeLeon	1.20	495.00	594.00
11/27/09	Prepare for 341 meeting of creditors	Janelle S. Forteza	4.00	265.00	1,060.00
11/29/09	Preparation for 341 creditors' meeting	Anna Rozin	2.30	325.00	747.50
11/29/09	Prepare for creditors' meeting	Tricia R. DeLeon	1.00	495.00	495.00
11/29/09	Working travel from NY to Dallas for 341 meeting (additional review of schedules and statements).	Andrew J. Schouder	6.00	525.00	3,150.00
11/30/09	Prepare for 341 meeting; meet with A. Loza re: same.	Andrew J. Schouder	4.00	525.00	2,100.00
11/30/09	Working travel from Dallas to NY (summarize info identified in 341 meeting; prepare outline for next steps, attend to Privileged Information).	Andrew J. Schouder	7.00	525.00	3,675.00
11/30/09	Attend 341 meeting.	Andrew J. Schouder	2.80	525.00	1,470.00
11/30/09	Prepare for and attend 341 meeting	Tricia R. DeLeon	4.00	495.00	1,980.00
11/30/09	Assist in preparation for 341 meeting, including review of outline and discussions with A. Schouder and T. DeLeon	Samuel M. Stricklin	1.10	625.00	687.50
11/30/09	Prepare for 341 meeting of the creditors	Janelle S. Forteza	0.20	265.00	53.00
12/02/09	Review Protiviti presentation for committee.	Andrew J. Schouder	0.50	525.00	262.50
12/03/09	Call with committee; related follow-up.	Andrew J. Schouder	2.50	525.00	1,312.50
12/03/09	Prepare for and participate in committee call	Samuel M. Stricklin	2.10	625.00	1,312.50
12/03/09	Conference call with Committee	Daniel S. Connolly	1.00	815.00	815.00
12/03/09	Call with Committee	Anna Rozin	0.90	325.00	292.50
12/04/09	Drafting, revising and finalizing Committee Bylaws	Marcus D. Friedman	0.50	385.00	192.50
12/11/09	Call with committee.	Andrew J. Schouder	1.00	525.00	525.00

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12/11/09	Prepare for and participate in committee calls	Samuel M. Stricklin	2.10	675.00	1,417.50
12/11/09	Call with Committee (1); attention to D&O policy per committee member's request (.5)	Anna Rozin	1.50	325.00	487.50
12/13/09	Revisions to Committee Bylaws	Anna Rozin	1.10	325.00	357.50
12/14/09	Revisions to committee bylaws; circulated same to Committee	Anna Rozin	2.10	325.00	682.50
12/14/09	Revise bylaws.	Andrew J. Schouder	0.40	525.00	210.00
12/15/09	Attention to committee bylaws	Anna Rozin	0.60	325.00	195.00
12/15/09	Preparation for Committee meeting	Anna Rozin	0.80	325.00	260.00
12/16/09	Contacted Committee re: telephonic meeting	Anna Rozin	0.30	325.00	97.50
12/17/09	Committee call	Anna Rozin	1.50	325.00	487.50
12/17/09	Call with committee.	Andrew J. Schouder	1.50	525.00	787.50
12/17/09	Various calls with BNY.	Andrew J. Schouder	0.60	525.00	315.00
12/17/09	Conference call with Committee	Daniel S. Connolly	1.50	815.00	1,222.50
12/21/09	Call with committee; related follow-up with I. Herman.	Andrew J. Schouder	1.20	525.00	630.00
12/21/09	Committee call; contacting committee members re: same	Anna Rozin	0.80	325.00	260.00
12/23/09	Conf with Committee members re: auction results	Daniel S. Connolly	0.80	815.00	652.00
12/29/09	Contacted Committee members regarding the Committee Bylaws	Anna Rozin	0.40	325.00	130.00
01/07/10	Reviewed update to Committee	Anna Rozin	0.10	410.00	41.00
01/07/10	Prepare summary for Committee.	Andrew J. Schouder	2.00	625.00	1,250.00
01/08/10	Coordinate Committee call	Anna Rozin	0.10	410.00	41.00
01/11/10	Call with committee	Anna Rozin	1.00	410.00	410.00
01/11/10	Meeting with Committee; follow-up with BONY.	Andrew J. Schouder	1.00	625.00	625.00
01/13/10	Committee call (.8); preparations for same (.3); call with S. Luciani (.4); summary of same for team (.3)	Anna Rozin	1.80	410.00	738.00
01/13/10	Update call with P. Ide	Anna Rozin	0.40	410.00	164.00

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01/14/10	Attention to comments to Protiviti presentation	Anna Rozin	2.30	410.00	943.00
01/14/10	Calls to clients regarding scheduling for 1-15-2009 meeting	Adam B. Shane	0.30	350.00	105.00
01/14/10	Review and comment on presentation to Committee.	Andrew J. Schouder	2.80	625.00	1,750.00
01/15/10	Prepare for call with Committee.	Andrew J. Schouder	2.00	625.00	1,250.00
01/15/10	Call with Committee (1.5); follow-up call with BONY (.5).	Andrew J. Schouder	2.00	625.00	1,250.00
01/15/10	Prep for call with committee	Daniel S. Connolly	0.80	870.00	696.00
01/15/10	Prepare for and participate in committee call	Samuel M. Stricklin	3.00	675.00	2,025.00
01/15/10	Call with Protiviti in preparation for Committee call (.6); Committee call (1.5); coordinating Committee in-person meeting (1.6)	Anna Rozin	3.70	410.00	1,517.00
01/19/10	Preparations for Committee meeting	Anna Rozin	2.00	410.00	820.00
01/19/10	Prepare for and participate on call with committee professionals to prepare for committee meeting (2); review and comment on report to be given to committee (1)	Samuel M. Stricklin	3.00	675.00	2,025.00
01/19/10	Call with Construction creditor re: status of case.	Andrew J. Schouder	0.50	625.00	312.50
01/19/10	Call with Protiviti re: prep for in-person Committee meeting.	Andrew J. Schouder	0.80	625.00	500.00
01/19/10	Prepare privileged analysis for Committee meeting re: settlement issues.	Andrew J. Schouder	4.20	625.00	2,625.00
01/20/10	Prep for meeting with Committee.	Andrew J. Schouder	1.00	625.00	625.00
01/20/10	Meeting with Committee.	Andrew J. Schouder	3.50	625.00	2,187.50
01/20/10	Prepare for and attend committee meeting	Samuel M. Stricklin	4.00	675.00	2,700.00
01/20/10	Full committee meeting with all principals; review of Protiviti models	Daniel S. Connolly	2.40	870.00	2,088.00
01/20/10	Preparation for Committee meeting (2.5); committee meeting (3)	Anna Rozin	5.50	410.00	2,255.00
01/20/10	Preparation of materials for creditors' meeting	Adam B. Shane	0.20	350.00	70.00
01/22/10	Coordinated Committee call (.6); various calls	Anna Rozin	1.10	410.00	451.00

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	with Committee members (.5)				
01/22/10	Calls re: term sheet with Committee members.	Andrew J. Schouder	0.80	625.00	500.00
01/24/10	Prep for call with Committee.	Andrew J. Schouder	0.60	625.00	375.00
01/24/10	Call with Committee re: settlement; follow-up with D. Connolly and S. Stricklin.	Andrew J. Schouder	2.00	625.00	1,250.00
01/24/10	Review of term sheet offer for Committee (.5); prep for Committee call regarding term sheet (.6); conf call with Committee (1.4); review of issues developed from conf call (.6)	Daniel S. Connolly	3.10	870.00	2,697.00
01/24/10	Prepare for and participate in committee conference call to discuss settlement	Samuel M. Stricklin	2.10	675.00	1,417.50
01/24/10	Committee call and related follow-up	Anna Rozin	2.00	410.00	820.00
01/25/10	Contacted M. Summers re: committee bylaws (.1); prepared bylaws signature page (.1); Committee call coordination (.3); Committee call (.8)	Anna Rozin	1.30	410.00	533.00
01/25/10	Prepare for and participate in conference call with committee to discuss settlement proposal	Samuel M. Stricklin	2.40	675.00	1,620.00
01/25/10	Follow-up calls with various Committee members re: revised term sheet.	Andrew J. Schouder	1.20	625.00	750.00
01/25/10	Calls with Morgan Stanley and BONY re: settlement issues.	Andrew J. Schouder	1.00	625.00	625.00
01/26/10	Preparations for Committee meeting (.4); Committee meeting and related follow-up (1)	Anna Rozin	1.40	410.00	574.00
01/28/10	Coordinated Committee call	Anna Rozin	0.50	410.00	205.00
01/28/10	Conference call with Committee	Daniel S. Connolly	1.00	870.00	870.00
01/29/10	Conference call Committee meeting	Daniel S. Connolly	1.00	870.00	870.00
01/29/10	Prepare for and participate in a committee conference call	Samuel M. Stricklin	1.00	675.00	675.00
01/29/10	Numerous calls with committee members to discuss status of negotiations (1.5); all hands call with committee and professionals to discuss settlement offer (1.3)	Andrew J. Schouder	2.80	625.00	1,750.00
01/29/10	Coordinated Committee meeting (.6); calls with G. Bush and Ira Herman (.4); Committee call (1); call with E. Diamond (.1)	Anna Rozin	2.10	410.00	861.00

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02/01/10	Call with BONY re: settlement.	Andrew J. Schoulder	0.50	625.00	312.50
02/04/10	Call with Committee to approve settlement.	Andrew J. Schoulder	1.50	625.00	937.50
02/04/10	Call with various Committee members re: revised term sheet.	Andrew J. Schoulder	1.20	625.00	750.00
02/04/10	Coordinated conference call with Committee	Anna Rozin	0.70	410.00	287.00
02/04/10	Call with Committee	Anna Rozin	0.90	410.00	369.00
02/16/10	Call with BONY re: status.	Andrew J. Schoulder	0.30	625.00	187.50
02/26/10	Call w/ BNY re: disclosure statement issues and comments.	Andrew J. Schoulder	0.90	625.00	562.50
03/05/10	Call with G. Bush re: hearing	Anna Rozin	0.20	410.00	82.00
03/08/10	Drafting letter to unsecured creditors	Anna Rozin	2.00	410.00	820.00
03/08/10	Drafted update to committee	Anna Rozin	0.70	410.00	287.00
03/08/10	Revisions to letter to unsecured creditors	Anna Rozin	0.50	410.00	205.00
03/11/10	Committee call	Anna Rozin	0.60	410.00	246.00
03/11/10	Call with R. Weaver re: employee concerns.	Andrew J. Schoulder	0.30	625.00	187.50
03/11/10	Call with Committee re: update (.6); follow-up call with with G. Bush (.2)	Andrew J. Schoulder	0.80	625.00	500.00
03/30/10	Draft email to committee regarding calls to finish case through confirmation	Samuel M. Stricklin	1.20	675.00	810.00
Total for B150			192.80		102,102.00

B160 - FEE/EMPLOYMENT APPLICATIONS

11/02/09	Preparing conflicts check list	Anna Rozin	2.10	325.00	682.50
11/03/09	Updates to conflicts check list	Anna Rozin	1.10	325.00	357.50
11/03/09	Creating conflicts list for creditor committee members	Adam B. Shane	1.20	350.00	420.00
11/03/09	Preparing retention application	Anna Rozin	1.20	325.00	390.00
11/03/09	Various meetings with team re: engagement and status of cases; attend to retention papers; coordinate FA interviews with committee	Andrew J. Schoulder	3.20	525.00	1,680.00
11/04/09	Review Alvarez and Houlihan retention applications (1.0); calls to various committee members re: committee call and FA interviews (0.8); prepare for call with committee and FAs	Andrew J. Schoulder	6.90	525.00	3,622.50

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	(0.9); conference call to interview FAs; follow-up with Mesirow and Protiviti; follow-up call with committee for further interviews (3.6); calls with Protiviti re: engagement and planning (0.6)				
11/04/09	Addressing conflicts issues w/ A. Schouder, A. Rozin and J. Moon	Marcus D. Friedman	2.30	385.00	885.50
11/04/09	Call re: selection of financial advisor (1.6); follow-up call re: same (.5); review of conflicts report (2); preparing summary of same (3)	Anna Rozin	7.10	325.00	2,307.50
11/04/09	Attention to conflicts check report and related issues; discussions and correspondence re the same	Josephine Moon	5.80	325.00	1,885.00
11/05/09	Attention to conflicts check report and related issues (2.0); discussions and correspondence re the same (.5)	Josephine Moon	2.50	325.00	812.50
11/05/09	Attention to conflicts report	Anna Rozin	1.10	325.00	357.50
11/05/09	Revisions to Protiviti retention application	Anna Rozin	0.50	325.00	162.50
11/05/09	Attend to retention issues	Andrew J. Schouder	0.40	525.00	210.00
11/06/09	Review Protiviti retention application and affidavit.	Andrew J. Schouder	1.00	525.00	525.00
11/09/09	Reviewing retention applications.	Anna Rozin	2.00	325.00	650.00
11/10/09	Attention to retention application and conflicts check	Anna Rozin	0.60	325.00	195.00
11/10/09	Attend to retention app and affidavit.	Andrew J. Schouder	0.70	525.00	367.50
11/11/09	Review and revise B&G retention app and affidavit.	Andrew J. Schouder	1.50	525.00	787.50
11/11/09	Revise Protiviti retention app.	Andrew J. Schouder	0.50	525.00	262.50
11/11/09	Revise Protiviti retention app.	Andrew J. Schouder	0.50	525.00	262.50
11/11/09	Review retention applications	Samuel M. Stricklin	0.80	625.00	500.00
11/11/09	Revisions to B&G retention application (1.3); conference with A. Schouder and S. Stricklin re: same (.1)	Anna Rozin	1.40	325.00	455.00
11/13/09	Review and prepare pleadings on motions set for next week, including employment apps; call with committee	Samuel M. Stricklin	8.70	625.00	5,437.50

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11/17/09	Reviewed B&G and Protiviti proposed orders for retention	Anna Rozin	0.30	325.00	97.50
11/18/09	Prepare for and attend hearing on employment of debtors' f/a and investment banker	Samuel M. Stricklin	8.00	625.00	5,000.00
11/19/09	Attend to 330 research.	Andrew J. Schouder	0.80	525.00	420.00
11/19/09	Attention to conflicts check	Anna Rozin	0.30	325.00	97.50
11/20/09	Review forms of orders	Samuel M. Stricklin	0.80	625.00	500.00
12/04/09	Reviewed interim compensation order	Anna Rozin	0.20	325.00	65.00
12/08/09	Research regarding professional fees	Anna Rozin	2.00	325.00	650.00
12/15/09	Reviewed conflicts counsel retention application	Anna Rozin	0.20	325.00	65.00
12/15/09	Preparing summary of conflicts counsel motion	Adam B. Shane	0.30	350.00	105.00
12/16/09	Analyze protiviti application (.4); prepare for retention hearings (.4)	Janelle S. Forteza	0.80	265.00	212.00
12/18/09	Working travel from Dallas to NY (attend to pro forma for fee application).	Andrew J. Schouder	3.00	525.00	1,575.00
12/21/09	Finalize review of pro forma for fee application.	Andrew J. Schouder	0.60	525.00	315.00
12/21/09	Revisions to proposed order granting Protiviti retention (.9); confer with A. Shane and A. Schouder re: same (.3)	Anna Rozin	1.20	325.00	390.00
12/21/09	Revising fee application	Anna Rozin	1.00	325.00	325.00
12/21/09	Drafting final order for Protiviti retention application	Adam B. Shane	4.10	350.00	1,435.00
12/23/09	Preparing monthly fee statement for B&G employment	Adam B. Shane	3.60	350.00	1,260.00
12/23/09	Attention to monthly fee statement	Anna Rozin	0.60	325.00	195.00
12/25/09	Preparation of application and exhibits to B&G first fee statement	Adam B. Shane	1.10	350.00	385.00
12/28/09	Drafting and revising fee statement	Adam B. Shane	3.30	350.00	1,155.00
12/28/09	Reviewing fee statement (1.8); confer with A. Shane re: same (.5)	Anna Rozin	2.30	325.00	747.50
12/29/09	Revisions to order granting Protiviti retention	Anna Rozin	0.90	325.00	292.50

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12/29/09	Attention to fee application (.4); confer with A. Schouder and A. Shane re: same (.5)	Anna Rozin	0.90	325.00	292.50
12/29/09	Attending to B&G fee statements, including contacting timekeepers (.2), reviewing same (1); several revisions of same (2).	Adam B. Shane	3.20	350.00	1,120.00
12/30/09	Attention to fee statement	Janelle S. Forteza	0.60	265.00	159.00
01/04/10	Email correspondence with M. Atkinson re: Protiviti Retention Order	Anna Rozin	0.10	410.00	41.00
01/07/10	Attention to Protiviti order (.4); confer with A. Schouder re: same (.1)	Anna Rozin	0.50	410.00	205.00
01/07/10	E-mail correspondence with A Rozin (.1); upload and e-file proposed Order for Retention of Protiviti (.3); telephone call to Court to check on status of entry of order approving retention of Bracewell & Giuliani (.1)	Janice C. Scanlan	0.50	205.00	102.50
01/08/10	Telephone call with A Rozin regarding Order of Retention for Bracewell & Giuliani (.2); telephone call with court regarding Order (.3); forward copy of signed Order to A Rozin (.1); e-mail correspondence with J Forteza regarding transcript of hearing (.2)	Janice C. Scanlan	0.80	205.00	164.00
01/12/10	Reviewed fee pro forma	Anna Rozin	2.00	410.00	820.00
01/12/10	Attention to December fee statement	Adam B. Shane	0.60	350.00	210.00
01/26/10	Reviewed fee statement	Anna Rozin	2.00	410.00	820.00
01/26/10	Preparation of December fee statement	Adam B. Shane	2.00	350.00	700.00
01/27/10	Reviewed December fee statement	Adam B. Shane	1.50	350.00	525.00
01/28/10	Attention to fee statement matters	Adam B. Shane	0.90	350.00	315.00
02/01/10	Drafting December B&G fee application	Adam B. Shane	3.70	350.00	1,295.00
02/01/10	Fee statement revisions	Anna Rozin	1.00	410.00	410.00
02/02/10	Revisions to fee statement	Anna Rozin	1.00	410.00	410.00
02/02/10	Attention to fee statements	Adam B. Shane	2.50	350.00	875.00
02/03/10	Reviewed fee application	Anna Rozin	1.50	410.00	615.00
03/01/10	Attention to pro forma	Adam B. Shane	0.10	350.00	35.00
03/02/10	Attention to billing pro forma	Adam B. Shane	0.40	350.00	140.00

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03/26/10	Drafting February fee statement (2) and revisions to same (2.5)	Adam B. Shane	4.50	350.00	1,575.00
03/26/10	Finalizing February Fee statement (.4); attention to filing same (.2)	Anna Rozin	0.60	410.00	246.00
03/26/10	File and prepare service of February fee statement	Janelle S. Forteza	1.60	285.00	456.00
03/26/10	Attend to February monthly fee statement.	Andrew J. Schouder	1.50	625.00	937.50
03/29/10	Reviewed January fees	Anna Rozin	2.70	410.00	1,107.00
03/29/10	Attention to fee application	Adam B. Shane	1.00	350.00	350.00
03/30/10	Attention to fee application	Adam B. Shane	4.70	350.00	1,645.00
03/30/10	Review January fees	Anna Rozin	1.80	410.00	738.00
03/30/10	Attend to December fee statement	Andrew J. Schouder	0.30	625.00	187.50
03/31/10	Attention to pro forma revisions	Anna Rozin	0.30	410.00	123.00
03/31/10	Revisions to fee statements in preparation for fee application	Adam B. Shane	0.90	350.00	315.00
Total for B160			134.20		55,436.50

B170 - FEE/EMPLOYMENT OBJECTIONS

11/06/09	Attention to retention application objection (.4); conference with A. Schouder re: same (.1); conference with A. Shane re: summaries of retention applications (.1)	Anna Rozin	0.60	325.00	195.00
11/06/09	Review fee analysis (0.4); research re: professional compensation; review Bohm opinion (0.8)	Andrew J. Schouder	1.20	525.00	630.00
11/06/09	Review fee analysis (0.4); research re: professional compensation; review Bohm opinion (0.8)	Andrew J. Schouder	1.20	525.00	630.00
11/07/09	Reviewing and summarizing Houlihan Lokey and Alvarez Marsal applications for retention.	Adam B. Shane	2.10	350.00	735.00
11/08/09	Researching for objection to the retention applications	Anna Rozin	2.80	325.00	910.00
11/09/09	Reviewing and researching re: Retention Application objection	Anna Rozin	3.80	325.00	1,235.00
11/09/09	Attend to issues re: Alvarez and Houlihan retention.	Andrew J. Schouder	1.00	525.00	525.00

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11/10/09	Discuss objection to A&M and HL application with A. Rozin, S. Stricklin and Protiviti.	Andrew J. Schouder	0.70	525.00	367.50
11/10/09	Researching for the Retention Application objection (4.5); reviewing A&M and Houlihan retention applications (1.5); drafting Retention Application Objection (2.6); reviewing transcript re: same (1); conference with A. Schouder re: same (.2)	Anna Rozin	9.80	325.00	3,185.00
11/11/09	Researching re: objection to investment bankers and crisis managers (5.9); drafting Retention Application Objection (5.7); reviewed M. Atkinson's email re: same (.4); reviewed the Scott Miller Motion (.9)	Anna Rozin	12.90	325.00	4,192.50
11/11/09	Researching financial advisor and investment banker fees versus recoveries	Adam B. Shane	4.10	350.00	1,435.00
11/11/09	Research re: financial advisor and investment banker compensation levels versus payouts	Adam B. Shane	6.30	350.00	2,205.00
11/11/09	Review A&M/HL comp analysis; call Protiviti re: same.	Andrew J. Schouder	0.80	525.00	420.00
11/12/09	Drafting retention application objection (10.7); correspondence with A. Schouder and S. Stricklin re: same (1); Revisions to same (3.9); preparing witness and exhibit list (.5)	Anna Rozin	16.10	325.00	5,232.50
11/13/09	Attention to Witness and Exhibit List (.7); revised retention application objection due to revised sale terms (2.4); attention to cites in objection (1)	Anna Rozin	4.10	325.00	1,332.50
11/13/09	Analyze local rules; analyze and summarize Miller motion, Alvaraz & Marsal motion, and Houlihan motion; analyze witness and exhibit list	Janelle S. Forteza	4.10	265.00	1,086.50
11/13/09	Call with DLA re: HL and A&M comp.	Andrew J. Schouder	0.50	525.00	262.50
11/13/09	Review exhibit and witness list	Tricia R. DeLeon	0.30	495.00	148.50
11/14/09	Follow-up research re: 330, 328 and CRO success bonuses; revise omnibus objection to A&M and HL retention; review analysis of HL success fee and calculation; review various retention orders re: same	Andrew J. Schouder	7.20	525.00	3,780.00

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11/14/09	Revised retention application objection	Anna Rozin	2.10	325.00	682.50
11/15/09	Revisions to retention application objection	Anna Rozin	1.50	325.00	487.50
11/15/09	Revise omnibus objection to A&M and HL retention.	Andrew J. Schouder	2.00	525.00	1,050.00
11/16/09	Complete objections; prepare for hearings	Samuel M. Stricklin	10.00	625.00	6,250.00
11/16/09	Attend to revisions to HL and A&M retention, filing.	Andrew J. Schouder	2.80	525.00	1,470.00
11/16/09	Prepare examination outline for hearing; review 330 and CRO precedent re: same.	Andrew J. Schouder	5.00	525.00	2,625.00
11/16/09	Calls w/ A. Schouder and A. Rozin; researching and summarizing fees of crisis management firms and investment banks; correspondence re: same	Marcus D. Friedman	4.10	385.00	1,578.50
11/16/09	File Objection to Application to Employ Houlihan and Alavaz & Marsal; set up telephonic appearance for November 18 hearings; analyze rules regarding proposed orders	Janelle S. Forteza	3.40	265.00	901.00
11/16/09	Revisions to Retention Application Objection (.7); call with M. Atkinson re: same (.1); preparing materials for hearing (1.5); researching precedent for comparative fee exhibit (7.3); conference with A. Schouder re: same (.5)	Anna Rozin	10.10	325.00	3,282.50
11/17/09	Prepare for November 18 hearing regarding Debtors' retention applications	Janelle S. Forteza	8.40	265.00	2,226.00
11/17/09	Prepared survey of financial advisors' and crisis managers' fees in recent bankruptcy case (4.6); preparing document binders for hearing (2.8); attention to NFPs' organizational structure (2.5); reviewing Debtors' Omnibus reply (.5); reviewed Debtors' amended Witness and Exhibit list (.3); reviewed Niemann and Rundell supplemental declarations and summarized same (.8).	Anna Rozin	11.50	325.00	3,737.50
11/17/09	Prepare for hearing; prepare for and meet with debtor and advisors	Samuel M. Stricklin	8.90	625.00	5,562.50
11/17/09	Work on demonstrative exhibit strategy for hearing; set application to employ Bracewell &	Tricia R. DeLeon	2.00	495.00	990.00

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	Giuliani and financial advisor for hearing; review Debtors' reply to objections to motions and applications				
11/17/09	Working travel from NY to Dallas for hearing (5.0); research and prepare materials for use at hearing (4.8); prepare outline for hearing; prepare exhibits re: same (4.2).	Andrew J. Schouder	14.00	525.00	7,350.00
11/18/09	Follow-up emails and calls with Committee and Protiviti re: status of hearing (1.1); meeting with S. Stricklin to prepare for hearing (1.0); call with committee (0.6); Finalize exhibits and outlines for hearing (0.8); attend hearing on IED motion, HL and A&M retention (7.0).	Andrew J. Schouder	10.50	525.00	5,512.50
11/18/09	Prepare for and attend hearing regarding objections to Debtors' retention applications	Janelle S. Forteza	8.80	265.00	2,332.00
11/18/09	Preparation for hearing (1.2); call with Committee (.2)	Anna Rozin	1.40	325.00	455.00
11/18/09	Review of debtors' omnibus reply to objections	Adam B. Shane	1.20	350.00	420.00
11/19/09	Section 330 research (3.1); conference with A. Schouder re: section 330 (.2)	Anna Rozin	3.30	325.00	1,072.50
11/19/09	Analyze audio transcript of hearing	Janelle S. Forteza	2.00	265.00	530.00
11/20/09	Researching Rule 9023 case law (2.80); reviewing orders to Houlihan and A&M Retention Applications (.5)	Anna Rozin	3.30	325.00	1,072.50
11/20/09	Research regarding 330 carve-outs	Adam B. Shane	4.60	350.00	1,610.00
11/20/09	Review 330 research; discuss same with A. Shane.	Andrew J. Schouder	0.50	525.00	262.50
11/20/09	Review retention orders for HL and A&M; calls with S. Stricklin re: same; review transcripts from hearing re: same; call with UST re: same; revise orders and circulate; various emails with banks re: same.	Andrew J. Schouder	2.00	525.00	1,050.00
12/15/09	Research issues regarding objection to FA retention	Daniel S. Connolly	1.40	815.00	1,141.00
12/15/09	Call with Califano re: Protiviti retention; follow-up re: same.	Andrew J. Schouder	0.90	525.00	472.50

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12/15/09	Preparation for 12-18 hearing	Adam B. Shane	2.60	350.00	910.00
12/16/09	Review and research regarding Debtors' objection to Protiviti retention application	Adam B. Shane	3.20	350.00	1,120.00
12/16/09	Drafting witness and exhibit list for 12-18 hearing	Adam B. Shane	1.90	350.00	665.00
12/16/09	Reviewing transcripts in preparation for Protiviti retention application hearing	Adam B. Shane	3.30	350.00	1,155.00
12/16/09	Review deposition and court transcripts for relevant statements for use in response to Bracewell and Protiviti retention application	David J. Ball	0.90	480.00	432.00
12/16/09	Reviewed cases cited by Debtors in their objection to the Protiviti retention application (2.6); reviewed transcripts in preparation for hearing on the Protiviti Retention Application (1.9); reviewed and summarized objections to Protiviti Retention Application (2.4); reviewed the Witness and Exhibit List (.5); attention to filing: same (.3);	Anna Rozin	7.70	325.00	2,502.50
12/16/09	Review objections to Protiviti retention; follow-up re: same.	Andrew J. Schouder	1.70	525.00	892.50
12/17/09	Prepare for 12/18 hearing re: retention application objections (1.9); call with PNC re: same (.4); calls with S. Stricklin and D. Connolly re: same (.9); meetings with A. Rozin and A. Shane re: same (1); prepare outline re: same (3).	Andrew J. Schouder	7.20	525.00	3,780.00
12/17/09	Working travel from NY to Dallas (prepare for hearing).	Andrew J. Schouder	6.00	525.00	3,150.00
12/17/09	Prep for hrg regarding FA retentions	Daniel S. Connolly	2.10	815.00	1,711.50
12/17/09	Objection to NSC retention fees	Daniel S. Connolly	2.70	815.00	2,200.50
12/17/09	Multiple calls with A. Schouder and D. Connolly regarding employment applications and hearings (.8); review pleadings in preparation of hearing (.9)	Samuel M. Stricklin	1.70	625.00	1,062.50
12/17/09	Preparations for hearing (3); meeting with D. Connolly and A. Schouder (.5)	Anna Rozin	3.50	325.00	1,137.50
12/17/09	Preparing for 12-18 hearing	Adam B. Shane	2.30	350.00	805.00

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12/17/09	Research regarding Debtors' objection to Protiviti fee application	Adam B. Shane	5.30	350.00	1,855.00
12/17/09	Prepare for hearing regarding retention of Bracewell and Protiviti	Janelle S. Forteza	2.30	265.00	609.50
12/18/09	Prepare for hearing regarding retention of Bracewell and Protiviti	Janelle S. Forteza	0.20	265.00	53.00
12/18/09	Hearing preparations	Anna Rozin	1.00	325.00	325.00
12/18/09	Prepare for hearing on employment and other issues (1.8) and attend same (3.2)	Samuel M. Stricklin	5.00	625.00	3,125.00
12/18/09	Prep for hrg re Debtor objection to retention of Protiviti (3); objections to BG retention (1.40); attend hrg (2.5)	Daniel S. Connolly	6.90	815.00	5,623.50
12/18/09	Prepare for hearing re: retention applications for B&G and Protiviti.	Andrew J. Schouder	2.50	525.00	1,312.50
12/18/09	Attend hearing; related follow-up.	Andrew J. Schouder	3.00	525.00	1,575.00
01/14/10	Review objections to November fees.	Andrew J. Schouder	0.80	625.00	500.00
01/14/10	Drafting chart of responses to fee objections	Adam B. Shane	2.20	350.00	770.00
01/14/10	Reviewing fee statement objections (2.3); reviewing summary of same (1.2); confer with A. Schouder re: same (.4)	Anna Rozin	3.90	410.00	1,599.00
01/15/10	Reviewed fee application objection	Anna Rozin	0.50	410.00	205.00
01/15/10	Review of Bank of America objection to B&G fees (.1); comparison of same to objections of Capmark and PNC (.30)	Adam B. Shane	0.40	350.00	140.00
03/23/10	Attend to resolving November fee objections.	Andrew J. Schouder	0.50	625.00	312.50
03/23/10	Attention to B&G fee statement objections	Adam B. Shane	0.80	350.00	280.00
Total for B170			287.40		122,440.00

B180 - AVOIDANCE ACTION ANALYSIS

11/04/09	Research regarding fraudulent conveyances	Adam B. Shane	0.40	350.00	140.00
11/05/09	Researching fraudulent conveyance law	Adam B. Shane	4.20	350.00	1,470.00
11/06/09	Research regarding third-party releases	Adam B. Shane	3.80	350.00	1,330.00
11/06/09	Attend to research re: third party releases	Andrew J. Schouder	0.50	525.00	262.50
11/08/09	Review and analysis of transcripts; prepare strategy re: claims; related research.	Andrew J. Schouder	4.30	525.00	2,257.50

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11/09/09	Research re: Erickson entities.	Mary Ann Wacker	1.50	215.00	322.50
11/09/09	Research re: Erickson entities	Alice Fosson	0.80	215.00	172.00
11/09/09	Analysis of emergency motion re: IEDs.	Andrew J. Schoulder	0.70	525.00	367.50
11/09/09	Researching Erickson parties and reviewing and analyzing management agreements	Adam B. Shane	1.70	350.00	595.00
11/09/09	Attention to dataroom and UCC financing statements (1); reviewed docket update (.1)	Anna Rozin	1.10	325.00	357.50
11/09/09	Review amended IED motion.	Soham D. Naik	0.50	510.00	255.00
11/10/09	Review amended IED motion (.6); review objections to original IED motion (1.4); review IED order to original motion and proposed amended order (.8); conduct research regarding same (2.4).	Soham D. Naik	5.20	510.00	2,652.00
11/10/09	Review various objections filed to initial IED motion (1.6); Summarize objections filed to initial IED motion (1.3)	Jeris D. Brunette	2.90	325.00	942.50
11/11/09	Review section 552 and related commentary (.6); Research case law on section 552 (3.7); Review various agreements re: IED issues (.8); Office conferences with S. Naik regarding IED issues for objection (.5); Draft objection to IED motion (3.5).	Jeris D. Brunette	9.10	325.00	2,957.50
11/11/09	Research re: 552 issues	Terry D. Crawford	3.10	350.00	1,085.00
11/11/09	Conduct research regarding section 552 (1.5); review cases regarding same (.8); review objections to original IED motion (.8); review original IED motion (.5); draft IED objection (1.7); review lien review analysis (.5).	Soham D. Naik	5.80	510.00	2,958.00
11/12/09	Review and revise IED objection (7.9); review IED hearing transcript (.7); office conference with D. Crawford regarding lien review (.6); conduct research regarding IED objection (1.5).	Soham D. Naik	10.70	510.00	5,457.00
11/12/09	Research re avoidance actions	Josephine Moon	2.70	325.00	877.50
11/12/09	Continue drafting objection to IED motion (1.2); Review dockets of factually similar cases w/r/t objection to IED escrow motion (2.9); Office conferences with S. Naik	Jeris D. Brunette	4.30	325.00	1,397.50

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	regarding relevant points in factually similar cases w/r/t objection to IED escrow motion (.2)				
11/13/09	Office conference with S. Naik regarding objection to IED escrow motion	Jeris D. Brunette	0.20	325.00	65.00
11/13/09	Review and revise IED objection.	Soham D. Naik	8.10	510.00	4,131.00
11/14/09	Review correspondence from S. Stricklin regarding cash collateral (.3); draft objection regarding same (.8); telephone conference with A. Schouder regarding IED objection (.2); review and revise same (2.9); review case law regarding same (1.3).	Soham D. Naik	5.50	510.00	2,805.00
11/14/09	Review and make revisions to objection to IED escrow motion (1.3); Review cases in 5th circuit to include in objection to IED escrow motion (0.8); Verify that cases cited in objection to IED motion remain good law (1.0).	Jeris D. Brunette	3.10	325.00	1,007.50
11/14/09	Review and comment on objection to IED escrow; review 552 research	Andrew J. Schouder	2.20	525.00	1,155.00
11/15/09	Revise IED escrow objection	Andrew J. Schouder	2.10	525.00	1,102.50
11/15/09	Read cases cited in objection to confirm content (3.7); Email to S. Naik regarding results of review of cases cited in objection (.3)	Jeris D. Brunette	4.00	325.00	1,300.00
11/16/09	Research additional case law to supplement objection to IED escrow motion	Jeris D. Brunette	1.00	325.00	325.00
11/16/09	Review Bank of America's limited objection to Debtors' Motion to Authorize Additional Protections to Residents; review Debtors' exhibit and witness lists	Tricia R. DeLeon	0.50	495.00	247.50
11/16/09	Attend to revisions to IED objection, filing.	Andrew J. Schouder	1.60	525.00	840.00
11/16/09	Telephone conferences with S. Stricklin regarding IED objection (.3); office conference with A. Schouder regarding same (.2); review and revise IED objection (6.5).	Soham D. Naik	7.00	510.00	3,570.00
11/17/09	Conference with S. Naik and V. Sozopolous re: UCC lien search	Anna Rozin	1.00	325.00	325.00
11/18/09	Revise and file hearing notice on Committee's	Tricia R. DeLeon	0.20	495.00	99.00

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	objection to Debtors' Motion for Order Authorizing Additional Protections to Residents' Initial Entrance Deposits				
11/19/09	Attention to UCC lien search	Anna Rozin	0.30	325.00	97.50
11/20/09	Reviewing Protiviti's summaries	Anna Rozin	1.00	325.00	325.00
11/20/09	Review of liens, security agreements and mortgages with respect to lien perfection	William H. Ebert	2.70	325.00	877.50
11/21/09	Review of liens, security agreements and mortgages with respect to lien perfection; meet with D. Crawford and S. Naik; email correspondence	William H. Ebert	4.00	325.00	1,300.00
11/22/09	Review of liens, security agreements and mortgages with respect to lien perfection; meet with D. Crawford and S. Naik; email correspondence; create lien chart	William H. Ebert	2.00	325.00	650.00
11/22/09	Reviewed data site- search for additional loan docs/security agreement/mortgages related to construction loans (2.00); Reviewed data site- search for loan docs/security agreement/mortgages re: community loans (2.00); Reviewed data site- search for loan docs/security agreement/mortgages re: sale/lease back transactions (1.00)	Terry D. Crawford	5.00	350.00	1,750.00
11/23/09	Reviewed data site- search for loan docs/security agreements/mortgages (0.3); Security agreement review re: construction loans (1); Security agreement review re: community loans (.9); Security agreement review re: mezzanine loans (1).	Terry D. Crawford	3.20	350.00	1,120.00
11/23/09	Due diligence of management agreements	Adam B. Shane	5.50	350.00	1,925.00
11/23/09	Review of liens, security agreements and mortgages with respect to lien perfection; meet with D. Crawford and S. Naik; email correspondence; review of lien chart	William H. Ebert	2.60	325.00	845.00
11/24/09	Review of liens, security agreements and mortgages with respect to lien perfection; meet with D. Crawford and S. Naik; email correspondence	William H. Ebert	3.20	325.00	1,040.00
11/24/09	Reviewed landowner mortgage/Deed of trust	Terry D. Crawford	2.10	350.00	735.00

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	agreements related to sale/lease back (1.1); Compared landowner mortgage/Deed of trust agreement asset language to available debtor-provided UCCs (.6); Revised transaction chart to reflect missing information regarding landowner/NFP sale/lease back transactions (.4).				
11/24/09	Review issues relating to management agreements.	Andrew J. Schoulder	0.70	525.00	367.50
11/25/09	Analyze documents filed in case; analyze court's order regarding initial entrance deposits	Janelle S. Forteza	0.70	265.00	185.50
11/27/09	Review of lien search chart; email correspondence with BG group regarding receivables security	William H. Ebert	1.20	325.00	390.00
11/28/09	Research issues relating to financing statements that have been flagged in review of liens	Jeris D. Brunette	0.60	325.00	195.00
11/30/09	Attention to GST Loan	Anna Rozin	0.20	325.00	65.00
12/02/09	Review information regarding chapter 5 actions	Samuel M. Stricklin	3.20	625.00	2,000.00
12/08/09	Research regarding chapter 5 actions [privileged]	Anna Rozin	2.00	325.00	650.00
12/09/09	Research regarding chapter 5 actions [privileged]	Anna Rozin	3.00	325.00	975.00
12/11/09	Begin review/analysis of debt documents re lien perfection issues	William H. Ebert	0.80	325.00	260.00
12/14/09	Review lien searches (1.8); review security documents for perfection issues (1.7)	William H. Ebert	3.50	325.00	1,137.50
12/14/09	Reviewed intra-company transaction documents	Anna Rozin	4.80	325.00	1,560.00
12/14/09	Review of loan transactions between various entities pursuant to asset sales	Adam B. Shane	3.90	350.00	1,365.00
12/15/09	Review of community loan collateral (.6); confer with A. Shane re: same (.1)	Anna Rozin	0.70	325.00	227.50
12/15/09	Review lien searches (.2); compare to security documents for perfection issues (.2); review lien searches for Erickson Retirement	William H. Ebert	1.00	325.00	325.00

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	Communities for same (.6)				
12/19/09	Review Construction Loan liens (.8); review other lien documents (.7); prepare summary (1.8)	William H. Ebert	3.30	325.00	1,072.50
12/21/09	Research and review 552 claims	Daniel S. Connolly	1.30	815.00	1,059.50
12/23/09	Attention to Section 552 issues	Anna Rozin	0.80	325.00	260.00
12/23/09	Due diligence regarding 552	Adam B. Shane	1.40	350.00	490.00
12/28/09	Attention to prep for 552 hearing	Samuel M. Stricklin	1.40	625.00	875.00
12/29/09	Attention to prep for 552 hearing	Samuel M. Stricklin	0.80	625.00	500.00
12/30/09	Attention to section 552 issues (2.5); research re: same (2)	Anna Rozin	4.50	325.00	1,462.50
12/31/09	Preparations for section 552 IED arguments	Anna Rozin	2.20	325.00	715.00
01/04/10	Review and analyze dataroom documents for 552 brief	Anna Rozin	3.00	410.00	1,230.00
01/06/10	Draft form letter to lenders' counsel re delivery of loan documentation and investigation period (2.3 hrs); review DIP Order for terms of Investigation Period (.5 hrs)	William H. Ebert	2.80	410.00	1,148.00
01/06/10	Research re: avoidance action issues	Anna Rozin	1.50	410.00	615.00
01/07/10	Confer with A. Shane re: IED brief (.5); email correspondence with J. Brunette re: IED research (.1)	Anna Rozin	0.60	410.00	246.00
01/07/10	Discussions with W. Ebert and A. Shane re: lien review	Anna Rozin	0.40	410.00	164.00
01/07/10	Attention to delivery of loan documentation and letters to counsel related thereto (1.5 hrs); meet with A. Rozin and A. Shane (.5 hrs)	William H. Ebert	2.00	410.00	820.00
01/07/10	Research regarding 552 motion	Adam B. Shane	5.50	350.00	1,925.00
01/07/10	Research regarding 552 motion	Adam B. Shane	3.10	350.00	1,085.00
01/07/10	Review of documents for lien review for W. Ebert	Adam B. Shane	0.40	350.00	140.00
01/07/10	Meeting with W. Ebert re: lien review.	Andrew J. Schouder	0.60	625.00	375.00
01/08/10	Review 552 research; analysis re: same.	Andrew J. Schouder	4.20	625.00	2,625.00
01/08/10	Research regarding [privileged]	Adam B. Shane	0.30	350.00	105.00

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01/08/10	Preliminary drafting of Supplement Brief regarding IEDs	Adam B. Shane	0.50	350.00	175.00
01/08/10	Researching 552 issues	Adam B. Shane	8.50	350.00	2,975.00
01/08/10	Preliminary review of PNC loan documents for Kansas, Houston, Ashburn, Novi campuses from compact discs received from PNC	William H. Ebert	4.80	410.00	1,968.00
01/08/10	Call with A. Loza and A. Schouder re: IED brief	Anna Rozin	0.50	410.00	205.00
01/09/10	Review market analysis re: IEDs.	Andrew J. Schouder	0.70	625.00	437.50
01/10/10	Research regarding characterization of IEDs	Adam B. Shane	4.50	350.00	1,575.00
01/10/10	Beginning draft of Supplement Brief regarding 552 IED issues	Adam B. Shane	3.50	350.00	1,225.00
01/11/10	Review of analysis prepared by FA	Adam B. Shane	0.70	350.00	245.00
01/11/10	Office conference with W. Ebert re: financing documents	Adam B. Shane	0.20	350.00	70.00
01/11/10	Attention to letters to pre-petition lenders; meet with A. Shane and A. Rozin	William H. Ebert	0.80	410.00	328.00
01/12/10	Drafting and revisions to letters to Project Lenders with outstanding document requests	Adam B. Shane	1.80	350.00	630.00
01/12/10	Drafting and additional research for 552 brief	Adam B. Shane	3.90	350.00	1,365.00
01/13/10	Further revisions to letters to creditors regarding outstanding loan documents	Adam B. Shane	0.20	350.00	70.00
01/14/10	Research regarding fraudulent conveyance claims	Adam B. Shane	0.30	350.00	105.00
01/14/10	Further drafting of supplement brief for 552 motion	Adam B. Shane	0.80	350.00	280.00
01/14/10	Review loan documents and create lien chart related to liens (3.3 hrs); draft loan documentation delivery chart (.5 hrs); send letters to non-delivering lenders (1 hr); meet with A. Rozin and A. Shane (.5 hrs)	William H. Ebert	5.30	410.00	2,173.00
01/15/10	Review of loan documents for perfection and avoidance issues	William H. Ebert	2.30	410.00	943.00
01/15/10	Review correspondence re: lien validity and loan documents (.3); confer with W. Ebert re:	Anna Rozin	0.50	410.00	205.00

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	same (.2)				
01/15/10	Drafting of 552 motion Supplemental Brief	Adam B. Shane	3.50	350.00	1,225.00
01/18/10	Review of loan documentation with attention toward lien perfection analysis	William H. Ebert	4.50	410.00	1,845.00
01/18/10	Phone call with W Ebert re: due diligence	John C. Adolph	0.30	325.00	97.50
01/19/10	Meeting with W. Ebert re: status of lien review.	Andrew J. Schoulder	0.50	625.00	312.50
01/19/10	Review loan documents for lien perfection analysis	William H. Ebert	2.80	410.00	1,148.00
01/19/10	Reviewed schedules with respect to revolver claims	Anna Rozin	0.20	410.00	82.00
01/19/10	Further drafting and revisions to supplemental brief in support of 552 motion	Adam B. Shane	6.70	350.00	2,345.00
01/20/10	Final revisions to supplemental 552 brief	Adam B. Shane	2.90	350.00	1,015.00
01/20/10	Attention to privileged information	Adam B. Shane	0.40	350.00	140.00
01/20/10	Reviewed and provided comments to section 552 brief	Anna Rozin	1.60	410.00	656.00
01/20/10	Review loan documentation for lien perfection analysis	William H. Ebert	2.30	410.00	943.00
01/21/10	Reviewed objection to 552 motion (1.8); reviewed and provided comments to the section 552 brief (2)	Anna Rozin	3.80	410.00	1,558.00
01/21/10	Due diligence of UCC certificates and related loan documents at K&L Gates: lien review	John C. Adolph	3.50	325.00	1,137.50
01/21/10	Review and analysis of arguments of PNC's objection to UCC IED motion	Adam B. Shane	1.70	350.00	595.00
01/21/10	Revisions to 552 Supplemental Brief	Adam B. Shane	2.30	350.00	805.00
01/22/10	Revisions to 552 supplemental brief	Adam B. Shane	6.90	350.00	2,415.00
01/22/10	Prepare lien chart for W Ebert: lien review for kansas (2.0); lien review for ashburn (1.5)	John C. Adolph	3.00	325.00	975.00
01/22/10	Discussions with A. Shane re: 552 brief and objections	Anna Rozin	1.00	410.00	410.00
01/25/10	Reviewing objection to 552 motion	Anna Rozin	1.50	410.00	615.00
01/25/10	Further lien review	William H. Ebert	2.80	410.00	1,148.00

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01/25/10	Continue working on lien review summary for W Ebert	John C. Adolph	6.00	325.00	1,950.00
01/25/10	Review and analysis of Capmark, Bank of America, and Wells Fargo's objection to Committee IED motion	Adam B. Shane	2.90	350.00	1,015.00
01/25/10	Further revisions to 552 brief re: lenders' objections	Adam B. Shane	5.90	350.00	2,065.00
01/26/10	Attention to various objections of creditors to 552 motion	Adam B. Shane	0.70	350.00	245.00
01/26/10	Lien summary chart for W Ebert: lien review (.5); complete chart (.5)	John C. Adolph	1.00	325.00	325.00
01/26/10	Review and analysis of objections to 552 motion filed by Debtors and lenders.	Andrew J. Schouder	2.30	625.00	1,437.50
01/26/10	Attention to objections tp 552 motion	Anna Rozin	0.20	410.00	82.00
01/29/10	Attention to 552 motion deadlines	Anna Rozin	0.10	410.00	41.00
Total for B180			308.90		121,712.00

B185 - ASSUMPTION/REJECTION OF LEASES AND CONTRACTS

11/06/09	Review Health MEDX pleadings.	Andrew J. Schouder	0.30	525.00	157.50
11/12/09	Analyze and summarize Miller Motion; prepare summary of analysis.	Janelle S. Forteza	3.70	265.00	980.50
11/19/09	Reviewed and summarized motion to reject leases	Anna Rozin	0.20	325.00	65.00
11/19/09	Review Lease Rejection motion; discuss with S. Stricklin.	Andrew J. Schouder	0.70	525.00	367.50
11/23/09	Attend to issues re: joinder for Health Medx relief.	Andrew J. Schouder	0.80	525.00	420.00
11/23/09	Drafted joinders to Wilmington trust objections to HealthMEDX motions	Anna Rozin	1.00	325.00	325.00
11/23/09	Revisions to objections to motion to assume executory contract and motion for relief from stay	Adam B. Shane	0.30	350.00	105.00
11/23/09	File Joinder to HealthMedEx motions	Janelle S. Forteza	0.70	265.00	185.50
01/06/10	Review and summary of Becker and Thiel motions	Adam B. Shane	0.40	350.00	140.00
03/17/10	Call with Connie Klema	Anna Rozin	0.50	410.00	205.00

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Total for B185			8.60		2,951.00
B190 - OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTIONS)					
11/19/09	Review Receiver motion; review plan re: Columbus treatment; discuss same with S. Stricklin.	Andrew J. Schouder	1.00	525.00	525.00
12/14/09	Reviewed Motion to Appoint Examiner	Anna Rozin	0.20	325.00	65.00
12/14/09	Reviewing (.5) and summarizing mezzanine lenders' motion for an examiner (.4)	Adam B. Shane	0.90	350.00	315.00
12/22/09	Research regarding privileged information	Adam B. Shane	3.70	350.00	1,295.00
12/23/09	Review complaints	Samuel M. Stricklin	2.10	625.00	1,312.50
12/28/09	Research regarding privileged information	Adam B. Shane	2.00	350.00	700.00
01/04/10	Research regarding [privileged information]	Adam B. Shane	5.10	350.00	1,785.00
01/05/10	Research regarding [privileged information]	Adam B. Shane	2.10	350.00	735.00
01/07/10	Attend to research and analysis regarding scope of examiner and using examiner as mediator	Samuel M. Stricklin	1.50	675.00	1,012.50
01/11/10	Review letter to UST re: disbanding UCC at Project Debtors (.8); various discussions re: same with S. Stricklin and D. Connolly (.4).	Andrew J. Schouder	1.20	625.00	750.00
01/11/10	Research regarding response to Project Lenders' letter to trustee	Adam B. Shane	6.20	350.00	2,170.00
01/11/10	Revisions and further research for response to Project Lenders' letter	Adam B. Shane	2.00	350.00	700.00
01/11/10	Research for response to Project Lenders' letter to trustee regarding claims of committee constituents	Adam B. Shane	0.20	350.00	70.00
01/11/10	Reviewing letters to Trustee re: disbanding project level committee and analyzing cited cases (2.4); confer with A. Shane re: same (1); drafting responsive letter to Trustee re: same (4.4); reviewing debtors' schedules (1)	Anna Rozin	8.80	410.00	3,608.00
01/12/10	Drafting responsive letter to Trustee in response to letters to disband the Committee (2); revisions to same (1.2); confer with A. Schouder re: same (.2); reviewing motions to disband the Committee (1.5)	Anna Rozin	4.90	410.00	2,009.00

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01/12/10	Reviewing Debtors' declaration	Anna Rozin	0.20	410.00	82.00
01/12/10	Review and summary of PNC motions to disband Committee (1.30) and correspondence with A. Schouder re: same (.20)	Adam B. Shane	1.50	350.00	525.00
01/12/10	Additional research for letters to trustee regarding committee representation	Adam B. Shane	0.20	350.00	70.00
01/12/10	Revise response to request to disband UCC.	Andrew J. Schouder	0.60	625.00	375.00
01/12/10	Review various motions to disband Project Committee filed by lenders; review Debtors' declaration re: same (0.8); discuss same with D. Connolly and S. Stricklin (0.4).	Andrew J. Schouder	1.20	625.00	750.00
01/12/10	Review and revise response letter to disband Project Debtor UCC.	Andrew J. Schouder	1.00	625.00	625.00
01/13/10	Telephone call with A. Rozin re: case update (motions and hearing) (.2); review motion by PNC to disband committee and summaries (.8).	Rachel B. Goldman	1.00	650.00	650.00
01/13/10	Review of various motions to disband the committee, review of caselaw cited therein, and further research regarding same	Adam B. Shane	8.50	350.00	2,975.00
01/13/10	Reviewing schedules with respect to motions to disband the committee	Anna Rozin	3.50	410.00	1,435.00
01/14/10	Reviewing transcripts re: response to motions to disband	Anna Rozin	1.80	410.00	738.00
01/14/10	Research regarding committee composition	Adam B. Shane	2.60	350.00	910.00
01/18/10	Reviewed statement in support of mediator	Anna Rozin	0.20	410.00	82.00
01/21/10	Reviewed documents re: privileged information (2.8); confer with A. Shane and M. Wacker re: same (1)	Anna Rozin	3.80	410.00	1,558.00
01/21/10	Attention to privileged information	Adam B. Shane	6.50	350.00	2,275.00
02/25/10	Preparing for hearing	Anna Rozin	0.50	410.00	205.00
02/26/10	Attention to abatement order for settlement	Anna Rozin	0.10	410.00	41.00
03/08/10	Review order denying appointment of examiner.	Andrew J. Schouder	0.80	625.00	500.00
Total for B190			75.90		30,848.00

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B195 - NON-WORKING TRAVEL

11/18/09	Non-working travel from Dallas to NY (5 hours at 1/2 rate).	Andrew J. Schouder	2.50	525.00	1,312.50
12/07/09	Travel to Dallas for hearing (6.60 hours at half rate)	Daniel S. Connolly	3.30	815.00	2,689.50
12/07/09	Travel to Dallas for deposition (4 hours at half rate)	David J. Ball	2.00	480.00	960.00
12/09/09	Travel to New York (4 hours at half rate)	David J. Ball	2.00	480.00	960.00
12/09/09	Travel back to NYC from Dallas (6 hours at half rate)	Daniel S. Connolly	3.00	815.00	2,445.00
12/09/09	Non-working travel from Dallas to NY re: DIP hearing (6.6 hours at half rate)	Andrew J. Schouder	3.30	525.00	1,732.50
12/16/09	Non-working travel from Baltimore to NY (2 hours at half rate).	Andrew J. Schouder	1.00	525.00	525.00
12/16/09	Travel via Amtrak from NYC to Balitmore and back for meetings with management (4.2 hours at half rate)	Daniel S. Connolly	2.10	815.00	1,711.50
12/18/09	Travel back from hrg in Dallas w. Schouder (6.80 hours at half rate)	Daniel S. Connolly	3.40	815.00	2,771.00
12/18/09	Travel from Dallas to NY (3 hours at 1/2 rate).	Andrew J. Schouder	1.50	625.00	937.50
01/06/10	Non-working travel from Dallas NSC 2004 hearing to NY. (5.4 hrs. at 1/2 rate)	Andrew J. Schouder	2.70	625.00	1,687.50
01/06/10	Travel to Dallas for Hrg - and return to NYC in same day (8.4 hrs. at 1/2 rate)	Daniel S. Connolly	4.20	870.00	3,654.00
01/11/10	Travel from NYC to Dallas (5.2 hrs. at 1/2 rate)	Daniel S. Connolly	2.60	870.00	2,262.00
01/11/10	Non-working travel from NY to Dallas for valuation meeting. (2.2 hrs. at 1/2 rate)	Andrew J. Schouder	1.10	625.00	687.50
01/14/10	Non-working travel from Dallas to NY. (5.8 hrs. at 1/2 rate)	Andrew J. Schouder	2.90	625.00	1,812.50
01/14/10	Travel back from Hearing and mediation in Dallas (4 hrs. at 1/2 rate)	Daniel S. Connolly	2.00	870.00	1,740.00
01/20/10	Travel to and from NY to attend committee meeting (5--half actual time);	Samuel M. Stricklin	2.50	675.00	1,687.50
01/21/10	Travel to Dallas, Tx for Court hearing (4 hrs.	Daniel S. Connolly	2.00	870.00	1,740.00

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	at 1/2 rate)				
01/22/10	Travel from Dallas, Tx to NYC (5 hrs. at 1/2 rate)	Daniel S. Connolly	2.50	870.00	2,175.00
01/28/10	Travel to Dallas from NYC for settlement discussions and Court hearing (6 hrs. at 1/2 rate)	Daniel S. Connolly	3.00	870.00	2,610.00
01/29/10	Travel from Dallas to NYC (5.40 hrs. at 1/2 rate)	Daniel S. Connolly	2.70	870.00	2,349.00
02/04/10	Travel from NYC to Dallas for hearing (5.60 hours at 1/2 rate)	Daniel S. Connolly	2.80	870.00	2,436.00
02/04/10	Non-working travel from NY to Dallas. (3.4 hours at 1/2 rate)	Andrew J. Schouder	1.70	625.00	1,062.50
02/05/10	Non-working travel from Dallas to NY. (6.60 hours at 1/2 rate)	Andrew J. Schouder	3.30	625.00	2,062.50
02/05/10	Travel back to NYC from Dallas (5.40 hours at 1/2 rate)	Daniel S. Connolly	2.70	870.00	2,349.00
03/04/10	Travel to Dallas for Disclosure Hearing (5.2 hours at 1/2 rate)	Daniel S. Connolly	2.60	870.00	2,262.00
03/04/10	Non-working travel from NY to Dallas for disclosure statement hearing (5.6 hours at 1/2 rate)	Andrew J. Schouder	2.80	625.00	1,750.00
03/05/10	Non-working travel from Dallas to NY (5.40 hours at 1/2 rate)	Andrew J. Schouder	2.70	625.00	1,687.50
03/05/10	Travel home from Dallas post-hearing (5.50 hours at 1/2 rate)	Daniel S. Connolly	2.80	870.00	2,436.00
Total for B195			73.70		54,495.00
B220 - EMPLOYEE BENEFITS/PENSIONS					
11/25/09	Reviewing motion to pay severance	Adam B. Shane	0.50	350.00	175.00
Total for B220			0.50		175.00
B230 - FINANCING/CASH COLLECTIONS					
11/03/09	Review pleadings and debt documents; confer with S. Stricklen and A. Schouder.	Mark B. Joachim	2.50	850.00	2,125.00
11/03/09	Review subordination motion; calls and emails with M. Joachim and S. Stricklin re: same (0.8); status of court orders for bid procedures and DIP; calls and emails with finance team	Andrew J. Schouder	1.40	525.00	735.00

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	re: DIP and cash collateral (0.6).				
11/03/09	Correspondence with M. Joachim and A. Schouder regarding engagement (.2); review subordination agreement motion (.3); review first day affidavit and related pleadings (1).	Soham D. Naik	1.50	510.00	765.00
11/04/09	Conduct lien search analysis (.6); review DIP motion (1.5); mark up DIP order (3.3); correspondence with Bracewell team regarding same (.6).	Soham D. Naik	6.00	510.00	3,060.00
11/04/09	Review pleadings and debt documents; confer with S. Stricklen and Schouder; review issues.	Mark B. Joachim	2.60	850.00	2,210.00
11/04/09	Prepare for hearing; continue to review pleadings and other materials in case	Samuel M. Stricklin	2.70	625.00	1,687.50
11/04/09	Call with debtors re: subordination motion; follow-up with S. Stricklin.	Andrew J. Schouder	1.00	525.00	525.00
11/04/09	Attention to DIP financing interim order correspondence	Anna Rozin	0.50	325.00	162.50
11/05/09	Attention to revisions to Interim DIP Order	Anna Rozin	1.00	325.00	325.00
11/05/09	Attend to comments to bid procedures; bid procedures order and DIP order; review and revise statement to Court re: same; review orders filed with Court; provide further comments re: same; various discussions with S. Stricklin , S. Naik, and M. Joachim re: same; review comments from other parties	Andrew J. Schouder	6.10	525.00	3,202.50
11/05/09	Review forms of bid procedures and DIP orders; review motions and transcripts; draft comments to orders; draft email explaining comments to Judge	Samuel M. Stricklin	6.00	625.00	3,750.00
11/05/09	Review pleading; confer with S. Stricklen and A. Schouder; review DIP issues; review corporate documents.	Mark B. Joachim	2.80	850.00	2,380.00
11/05/09	Review comments by parties in interest to DIP order (1.8); office conference with A. Schouder regarding DIP Order (.5); review and mark up DIP order (3.3); telephone conferences and correspondence with S. Stricklin and M. Joachim regarding same (.8); prepare summary of DIP issues (.5); conduct	Soham D. Naik	7.50	510.00	3,825.00

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	lien search analysis (.6)				
11/06/09	Review first affidavit regarding capital structure (1.3); review calendar (.5); review DIP motion (2.4); review DIP agreement (2.4).	Soham D. Naik	6.60	510.00	3,366.00
11/06/09	Review IED order and related pleadings (.7); correspond with A. Schouder regarding same (.2)	Soham D. Naik	0.90	510.00	459.00
11/06/09	Review pleadings; confer with S. Stricklen and A. Schouder; review DIP issues and related matters.	Mark B. Joachim	1.80	850.00	1,530.00
11/06/09	Review orders entered by court for DIP, IEDs and bid procedures; discuss with S. Stricklin.	Andrew J. Schouder	0.80	525.00	420.00
11/06/09	Review proposed DIP (2.0); Prepare summary of DIP (4.7)	Jeris D. Brunette	6.70	325.00	2,177.50
11/06/09	Reviewed affirmative and negative covenants of DIP Motion; Drafted Summary of certain DIP Motion Provisions	Terry D. Crawford	2.10	350.00	735.00
11/07/09	Review DIP motion (1.4); review ERC cash collateral motion (.8); review Wilmington Trust objection to ERC cash collateral motion (.3); review and mark up ERC interim cash collateral order (1.2); review landowner cash collateral motion (.5); review landowner cash collateral order (.5); review Dallas and Harris County objection to landowner cash collateral motion (.2); review hearing transcripts regarding cash collateral motions and DIP motion (1.7); correspond with D. Crawford regarding objections to financing motions (.1); review budget (.5).	Soham D. Naik	7.20	510.00	3,672.00
11/08/09	Review DIP summary.	Soham D. Naik	0.20	510.00	102.00
11/08/09	Researching DIP issues	Terry D. Crawford	2.60	350.00	910.00
11/08/09	Continue summarizing proposed DIP	Jeris D. Brunette	1.60	325.00	520.00
11/09/09	Review objections to DIP (2.1); Review and revise summaries of objections to DIP (1.7); Office conference with S. Naik regarding DIP objection strategy (.2)	Jeris D. Brunette	4.00	325.00	1,300.00
11/09/09	Discussions with M. Joachim re: DIP and cash collateral; discuss same with S. Naik.	Andrew J. Schouder	0.80	525.00	420.00

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11/09/09	Review lien search information and related materials; confer with A. Schouder re: lien searches and DIP loan objection; review pleadings filed by the debtors and others.	Mark B. Joachim	4.00	850.00	3,400.00
11/09/09	Review DIP credit agreement (2.3); review and revise summary of same (2.5); correspondence regarding cash collateral motions and order (.7); review same order (.2); office conferences with A. Schouder regarding pending issues in the case (.6).	Soham D. Naik	6.30	510.00	3,213.00
11/10/09	Correspondence regarding cash collateral orders (.3); review and revise DIP summary (3); mark up cash collateral order (.8)	Soham D. Naik	4.10	510.00	2,091.00
11/10/09	Review DIP documents; confer with S. Naik re: DIP and cash collateral issues; review pleadings.	Mark B. Joachim	2.30	850.00	1,955.00
11/10/09	Office conference with S. Naik regarding material terms of DIP (.4); Revise summary of DIP for distribution to committee members (.7)	Jeris D. Brunette	1.10	325.00	357.50
11/10/09	Finalized DIP Motion provision summaries	Terry D. Crawford	0.20	350.00	70.00
11/10/09	Summarized Cash Collateral Objections regarding interest payments	Terry D. Crawford	0.50	350.00	175.00
11/11/09	Review lien issues; discuss DIP objection and other matters with S. Naik and A. Schouder.	Mark B. Joachim	3.00	850.00	2,550.00
11/11/09	Mark up cash collateral orders (.8); review DIP objections regarding adequate protection issues (1.2)	Soham D. Naik	2.00	510.00	1,020.00
11/12/09	Review dip documents (2.0); confer with S. Naik (0.50).	Mark B. Joachim	2.50	850.00	2,125.00
11/12/09	Analysis of unencumbered assets	Terry D. Crawford	3.80	350.00	1,330.00
11/13/09	Reviewed liens against non-debtor affiliates	Terry D. Crawford	2.20	350.00	770.00
11/13/09	Review case law for possible DIP objection	Jeris D. Brunette	1.00	325.00	325.00
11/15/09	Draft cash collateral objection (2.5); correspondence regarding same (.5).	Soham D. Naik	3.00	510.00	1,530.00
11/16/09	Correspondence regarding cash collateral objections (.3); correspondence regarding witness and exhibit lists (.2); review ERC	Soham D. Naik	1.80	510.00	918.00

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	operational agreement (1.3).				
11/16/09	Review 552(b) case law in N.D. Texas for DIP objection	Jeris D. Brunette	1.10	325.00	357.50
11/16/09	Drafted a memo describing liens on file and necessary supplemental research	Terry D. Crawford	3.30	350.00	1,155.00
11/16/09	Review pleadings and other information (1.50); confer with S. Naik (0.50).	Mark B. Joachim	2.00	850.00	1,700.00
11/16/09	Attend to revisions to cash collateral objection.	Andrew J. Schouder	0.40	525.00	210.00
11/17/09	Review 552(b) case law in N.D. Texas for DIP objection (1.9); Prepare summary of N.D. Texas cases dealing with 552(b) (1.7)	Jeris D. Brunette	3.60	325.00	1,170.00
11/17/09	Review construction lenders' objections to IED motion (.9); review revolver lenders' objection to collateral trust agreement (.6); review report from Protiviti (1.4); review Debtors' reply to objections in connection with hearing tomorrow (.3); multiple correspondence regarding tomorrow's hearing (.7).	Soham D. Naik	3.90	510.00	1,989.00
11/18/09	Review FA presentation regarding DIP analysis (.6); review precedents regarding DIP orders (1.3); conduct research regarding same (.7).	Soham D. Naik	2.60	510.00	1,326.00
11/18/09	Research 552(b) case law nationwide for DIP objection	Jeris D. Brunette	0.50	325.00	162.50
11/18/09	Summarized collateral held against John and Nancy Erickson	Terry D. Crawford	1.70	350.00	595.00
11/18/09	Confer with A. Schouder and S. Naik re dip status and objections.	Mark B. Joachim	1.20	850.00	1,020.00
11/19/09	Office conferences with S. Naik regarding DIP objection (.3); Review N.D. Texas precedent related to DIP objections and orders (3.7); Research for DIP objection regarding DIP fees (1.8)	Jeris D. Brunette	5.80	325.00	1,885.00
11/19/09	Draft outline of DIP objection (1.1); review DIP objection research (4.1).	Soham D. Naik	5.20	510.00	2,652.00
11/20/09	Office conference with W. Ebert regarding lien review (.3); review capital structure regarding same (.3); draft DIP objection (2.4).	Soham D. Naik	3.00	510.00	1,530.00

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11/20/09	Confer with A. Schouder and S. Naik re dip status and objections.	Mark B. Joachim	0.50	850.00	425.00
11/22/09	Research regarding DIP financing objection.	Soham D. Naik	0.60	510.00	306.00
11/23/09	Conduct research regarding DIP objection; office conferences with J. Brunette regarding DIP objection.	Soham D. Naik	2.80	510.00	1,428.00
11/23/09	Follow-up re: DIP.	Andrew J. Schouder	0.30	525.00	157.50
11/23/09	Research re: DIP objections (.5); Office conferences with W. Ebert regarding lien chart and related research (.2); Review presentation from financial advisor regarding DIP (.7) Begin drafting DIP objection (3.3)	Jeris D. Brunette	4.70	325.00	1,527.50
11/24/09	Continue drafting DIP objection	Jeris D. Brunette	2.60	325.00	845.00
11/24/09	Review dip proposals (0.70); review related pleadings (0.80); confer with S. Naik (0.50).	Mark B. Joachim	2.00	850.00	1,700.00
11/24/09	Review and revise DIP Objection	Soham D. Naik	0.70	510.00	357.00
11/24/09	Review results of research regarding effectiveness of prepetition lenders' liens postpetition (.4); review IED order as entered (.2); office conferences with W. Ebert and D. Crawford regarding lien review (.3)	Soham D. Naik	0.90	510.00	459.00
11/25/09	Review DIP alternatives and pricing (1.2); correspondence regarding same (.3); review PNC objections to cash collateral and the DIP (.3).	Soham D. Naik	1.80	510.00	918.00
11/25/09	Confer with S. Naik on dip objection	Mark B. Joachim	1.00	850.00	850.00
11/25/09	Review DIP proposals.	Andrew J. Schouder	0.80	525.00	420.00
11/27/09	Continue comparison of lien chart against financing transactions and assets and liabilities of Debtors (2.4); review asset purchase agreement and plan regarding assets to be sold (.3); conduct analysis regarding same (.3); multiple correspondence regarding same (.7).	Soham D. Naik	3.70	510.00	1,887.00
11/28/09	Review lien perfection chart regarding specific assets (.3); review security agreements and financing statement regarding same (.4); conduct UCC research (.5); correspondence regarding same (.4); review term sheet	Soham D. Naik	8.80	510.00	4,488.00

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	regarding alternative DIP (.3); review cash collateral/DIP order from revolving lenders (1.7); compare same with Interim DIP Order (.8); draft DIP objection (2.7); review transcripts from interim DIP and cash collateral hearings (.7); review cases regarding same (1).				
11/29/09	Draft DIP Objection	Soham D. Naik	0.80	510.00	408.00
11/30/09	Review Amended and Restated DIP Agreement (2.7); review objections to DIP and cash collateral (.8); draft DIP objection (2.2); correspondence regarding lender issues (.4).	Soham D. Naik	6.10	510.00	3,111.00
11/30/09	Review new dip documents	Samuel M. Stricklin	1.60	625.00	1,000.00
12/01/09	Emails with S. Stricklin re: deposition.	Andrew J. Schouder	0.30	525.00	157.50
12/01/09	Review dip objection draft (1.0); confer with S. Naik and A. Schouder (0.50); review pleadings (0.50).	Mark B. Joachim	2.00	850.00	1,700.00
12/01/09	Review filed objections to DIP and cash collateral (.6); draft DIP objection (5.9).	Soham D. Naik	6.50	510.00	3,315.00
12/02/09	Draft DIP objection (7.6); review proposed final order (.7); review Wilmington Trust DIP objection (.3); office conference with Bracewell team regarding DIP (.7); review cases regarding DIP objection (1.2); review DIP agreement (.6).	Soham D. Naik	11.10	510.00	5,661.00
12/02/09	Review dip objection draft (1.50); confer with S. Naik and A. Schouder (0.50); review pleadings (0.50); call with S. Stricklin, D. Connolly and others (0.50).	Mark B. Joachim	3.00	850.00	2,550.00
12/02/09	Review revised draft of DIP (.3); Begin revising summary of DIP to reflect revised terms (.8)	Jeris D. Brunette	1.10	325.00	357.50
12/02/09	Begin reading case materials, including hearing transcripts, plan, etc., in preparation for DIP deposition and DIP hearing	David J. Ball	1.10	480.00	528.00
12/02/09	Prepare deposition notice and attachments, including 30(b)(6) topic list and document requests for DIP financing hearing	David J. Ball	1.40	480.00	672.00
12/02/09	Call with B&G team regarding DIP matters	Anna Rozin	0.40	325.00	130.00

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12/02/09	Preparing for upcoming deposition of M. Niemann	Adam B. Shane	3.70	350.00	1,295.00
12/02/09	Research regarding DIP objection	Adam B. Shane	7.70	350.00	2,695.00
12/02/09	Review objections to DIP filed by lenders (.6); review revised DIP Agreement (1.9).	Andrew J. Schouder	2.50	525.00	1,312.50
12/02/09	All hands meeting re: DIP; related follow-up.	Andrew J. Schouder	1.00	525.00	525.00
12/02/09	Prepare for and participate in internal call regarding dip	Samuel M. Stricklin	1.70	625.00	1,062.50
12/02/09	Review depo notice with doc request	Samuel M. Stricklin	0.90	625.00	562.50
12/02/09	Work on Deposition Notice and Mailing list for deposition of M. Niemann (1.8); e-mail and mail notices re: same (.7); arrange for court reporter for same (.2)	Janice C. Scanlan	2.70	200.00	540.00
12/03/09	Analyze Debtors' DIP and cash collateral motions	Tricia R. DeLeon	1.40	495.00	693.00
12/03/09	Work on dip objection	Samuel M. Stricklin	2.50	625.00	1,562.50
12/03/09	Revise objection to DIP.	Andrew J. Schouder	3.00	525.00	1,575.00
12/03/09	Meeting with D. Connolly and D. Ball re: DIP deposition.	Andrew J. Schouder	1.00	525.00	525.00
12/03/09	Review revised DIP objection (.4); provide additional comments (.7); attend to issues re: deposition (.7).	Andrew J. Schouder	1.80	525.00	945.00
12/03/09	Attend to exhibit list.	Andrew J. Schouder	0.40	525.00	210.00
12/03/09	Work on dip objection (1); review drafts (.9); review pleadings and dip documents (1); confer with BG team re: DIP objection and related matters (.6).	Mark B. Joachim	3.50	850.00	2,975.00
12/03/09	Research regarding DIP Motion objection	Adam B. Shane	6.70	350.00	2,345.00
12/03/09	Reviewing DIP Motion Objection cases cited	Adam B. Shane	0.60	350.00	210.00
12/03/09	Attention to Amended and Restated DIP Agreement and DIP objection (.4); confer with S. Naik re: same (.2); attention to witness and exhibit list (.3); confer with J. Forteza and S. Naik re: same (.2)	Anna Rozin	1.10	325.00	357.50
12/03/09	Read and analyze prior testimony and affidavits of M. Niemann to prepare for	David J. Ball	2.30	480.00	1,104.00

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	deposition and begin to prepare deposition outline for M. Niemann deposition related to DIP financing				
12/03/09	Prepare Motion for Expedited hearing (1.4), analyze local rules (.5), and file Witness and Exhibit List for DIP hearing (.3)	Janelle S. Forteza	2.20	265.00	583.00
12/03/09	Draft DIP objection (4.5); conduct research regarding same (2.5); review and revise DIP objection based on multiple comments to same (5.8).	Soham D. Naik	12.80	510.00	6,528.00
12/04/09	Review and revise DIP objection.	Soham D. Naik	4.10	510.00	2,091.00
12/04/09	Read and analyze various materials and continue drafting Niemann deposition outline	David J. Ball	7.60	480.00	3,648.00
12/04/09	Finalizing witness and exhibit list (.3); confer with J. Forteza and S. Naik re: same (.1)	Anna Rozin	0.40	325.00	130.00
12/04/09	Preparations for DIP hearing (2.9); attention to DIP objection (.3)	Anna Rozin	3.20	325.00	1,040.00
12/04/09	Preparing exhibits for DIP objection	Adam B. Shane	1.60	350.00	560.00
12/04/09	Preparing for 12/8/09 hearings	Adam B. Shane	1.30	350.00	455.00
12/04/09	Work on dip objection (.8); review drafts (1); review pleadings and dip documents (.7); confer with BG team re: DIP objection and related matters (.5).	Mark B. Joachim	3.00	850.00	2,550.00
12/04/09	Finalize DIP objection.	Andrew J. Schouder	1.00	525.00	525.00
12/04/09	Call with Wilmington re: DIP (.4); call with T. Califano re: same (.3); review revised agreements (1.5); follow-up with S. Stricklin and D. Connolly (.4).	Andrew J. Schouder	2.60	525.00	1,365.00
12/04/09	Telephone conference with L Tancreti, counsel for PNC, regarding committee's depositions	Tricia R. DeLeon	0.30	495.00	148.50
12/05/09	Review supplemental PNC objection.	Andrew J. Schouder	0.50	525.00	262.50
12/05/09	Review Wilmington Intercompany DIP Agreement and cash collateral order in comparison to Redwood form (.6); provide analysis and comments (1).	Andrew J. Schouder	1.60	525.00	840.00
12/05/09	Calls with D. Ball re: deposition prep from M. Niemann.	Andrew J. Schouder	1.00	525.00	525.00

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12/05/09	Attend to issues re: proposed form of Final DIP Order.	Andrew J. Schouder	0.80	525.00	420.00
12/05/09	Reviewed changes between Interim and Final DIP Order (.6); attention to email correspondence re: same (.2)	Anna Rozin	0.80	325.00	260.00
12/05/09	Assisted with deposition preparations	Anna Rozin	1.00	325.00	325.00
12/05/09	Read Houlihan retention materials and continue drafting Niemann deposition outline	David J. Ball	6.30	480.00	3,024.00
12/06/09	Finish drafting initial Niemann deposition outline	David J. Ball	4.90	480.00	2,352.00
12/06/09	Reviewed changes between Interim and Final DIP Order	Anna Rozin	0.90	325.00	292.50
12/06/09	Preparations for deposition of M. Niemann	Anna Rozin	3.00	325.00	975.00
12/06/09	Emails with Wilmington re: DIP.	Andrew J. Schouder	0.30	525.00	157.50
12/06/09	Review proposed final order regarding Redwood DIP (1.6); draft supplemental objection to DIP Motion (2.9).	Soham D. Naik	4.50	510.00	2,295.00
12/07/09	Review precedents regarding committee reach back periods (.3); review Revolving Lenders' proposed cash collateral order (.6); draft look back language (.8); correspondence with A. Schouder regarding same (.2).	Soham D. Naik	1.90	510.00	969.00
12/07/09	Working travel from NY to Dallas (review and revise supplemental DIP objection; review and comment on deposition outline).	Andrew J. Schouder	6.00	525.00	3,150.00
12/07/09	Prepare for deposition (2.1); meeting with D. Connolly and D. Ball re: same (.7).	Andrew J. Schouder	2.80	525.00	1,470.00
12/07/09	Calls with Debtors re: settlement of DIP objections; follow-up with D. Connolly and S. Stricklin.	Andrew J. Schouder	2.00	525.00	1,050.00
12/07/09	Assist in preparation for dip hearing (4.2); calls with Wilmington and discussions with D. Connolly and A. Schouder re: same (3.4)	Samuel M. Stricklin	7.60	625.00	4,750.00
12/07/09	Revisions to DIP objection	Anna Rozin	1.20	325.00	390.00
12/07/09	Edit Niemann deposition outline based upon comments from D. Connolly and A. Schouder (.8); review documents produced in response	David J. Ball	4.90	480.00	2,352.00

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	to deposition notice and incorporate into outline (2.3); review deposition outline and selected exhibits with D. Connolly (1.8)				
12/07/09	Prepare for DIP deposition	Janelle S. Forteza	4.50	265.00	1,192.50
12/08/09	Prepare for deposition of M. Niemann	Janelle S. Forteza	2.70	265.00	715.50
12/08/09	Second chair deposition of M. Niemann and participate in off-the-record DIP negotiations (5.1); review transcript of M. Niemann's testimony and prepare cross-examination for DIP hearing (2.1)	David J. Ball	7.20	480.00	3,456.00
12/08/09	Reviewed changes to Final DIP Order	Anna Rozin	0.20	325.00	65.00
12/08/09	Assist in preparation for dip hearing	Samuel M. Stricklin	2.60	625.00	1,625.00
12/08/09	Prepare for and attend cash collateral hearing (debtor advised were going forward with cash collateral, then passed it to the next day);	Samuel M. Stricklin	4.00	625.00	2,500.00
12/08/09	Attend court hearing by phone.	Rachel B. Goldman	1.00	600.00	600.00
12/08/09	Prep for deposition.	Andrew J. Schoulder	2.00	525.00	1,050.00
12/08/09	Deposition of M. Neimann.	Andrew J. Schoulder	5.00	525.00	2,625.00
12/08/09	Call with debtors re: settlement of objection; follow-up re: same.	Andrew J. Schoulder	1.40	525.00	735.00
12/08/09	Attend to comments to cash collateral order.	Andrew J. Schoulder	0.50	525.00	262.50
12/08/09	Prepare for DIP hearing.	Andrew J. Schoulder	5.80	525.00	3,045.00
12/09/09	Prepare for DIP hearing.	Andrew J. Schoulder	1.80	525.00	945.00
12/09/09	Meeting with Banks and Debtors re: settlement of DIP objection; attend DIP hearing.	Andrew J. Schoulder	4.20	525.00	2,205.00
12/09/09	Attend court hearing by phone.	Rachel B. Goldman	1.00	600.00	600.00
12/09/09	Conference regarding outcome of dip hearing	Samuel M. Stricklin	0.50	625.00	312.50
12/09/09	Preparation for DIP hearing	Anna Rozin	1.00	325.00	325.00
12/09/09	Finalize cross-examination of M. Niemann	David J. Ball	1.80	480.00	864.00
12/09/09	Prepare for and attend hearing on cash collateral order	Janelle S. Forteza	3.50	265.00	927.50
12/10/09	Reviewed DIP order revisions	Anna Rozin	0.90	325.00	292.50
12/10/09	Prepare letter to T. Califano re: access to	Andrew J. Schoulder	2.00	525.00	1,050.00

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	information and DIP budget.				
12/10/09	Review DIP order and provide comments re: same (.7); follow-up with V. Slusher re: same (.3).	Andrew J. Schouder	1.00	525.00	525.00
12/10/09	Call with Protiviti re: status of DIP hearing.	Andrew J. Schouder	0.50	525.00	262.50
12/11/09	Calls and emails with V. Slusher and PNC re: Comments to DIP order (.7); call with J. Rose re: same (.3).	Andrew J. Schouder	1.00	525.00	525.00
12/11/09	Review of dip order from hearing and other pleadings in case	Samuel M. Stricklin	2.40	625.00	1,500.00
Total for B230			410.70		207,486.50
B240 - TAX ISSUES					
11/05/09	Discussion with Schouder re: terms	McGinley, Elizabeth	0.30	700.00	210.00
02/12/10	Meeting with Bankruptcy team re: Plan tax issues; review of Exhibits to the Plan and Disclosure statement	Alexander W. Jones	1.00	605.00	605.00
02/15/10	Review and analysis of the Plan of Reorganization and the Disclosure Statement to such Plan; emails with McGinley and Schouder about such Plan and the federal income tax treatment of the litigation trust; review of the authorities cited in the tax disclosure section of the disclosure statement	Alexander W. Jones	5.00	605.00	3,025.00
02/15/10	Correspondence with Jones and Schouder re: disclosure	McGinley, Elizabeth	0.50	700.00	350.00
03/11/10	Review of Litigation Trust agreement; meeting with A Schouder to discuss such agreement and the reorganization	Alexander W. Jones	0.80	605.00	484.00
03/12/10	Discussion with A Schouder and J Reardon about the trust agreement	Alexander W. Jones	0.50	605.00	302.50
03/15/10	Reviewed Litigation Trust Agreement and Tax Disclosure language in Plan and related disclosure to creditors (1.1); performed tax research. (.4)	James D. Reardon	1.50	640.00	960.00
03/16/10	Reviewed Litigation Trust Agreement, tax provisions, with Alex Jones.	James D. Reardon	0.50	640.00	320.00
03/16/10	Review and mark-up of litigation trust agreement (.5); call with J Reardon about such	Alexander W. Jones	3.00	605.00	1,815.00

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	agreement (2.5)				
03/18/10	Attending to tax comments to the Trust Agreement (.8); revisions to Trust Agreement (.5)	Anna Rozin	1.30	410.00	533.00
	Total for B240		14.40		8,604.50
B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)					
11/06/09	Attend to research re: third party releases	Andrew J. Schouder	0.50	525.00	262.50
11/06/09	Supervising third-party release research; discussing same w/ A. Schouder and A. Shane	Marcus D. Friedman	0.60	385.00	231.00
11/08/09	Supervising A. Shane Term Sheet summarizing	Marcus D. Friedman	0.40	385.00	154.00
11/08/09	Reviewing and summarizing project debt term sheets	Adam B. Shane	3.50	350.00	1,225.00
11/09/09	Reviewing, analyzing, and summarizing project debt term sheets and Houlihan presentation regarding restructuring of project debt	Adam B. Shane	4.40	350.00	1,540.00
11/10/09	Prepare outline for motion to amend BPO (0.8); review Project Debt term sheets (1.2); research re: motion to amend (0.8); calls with Protiviti re: sale terms; calls with S. Stricklin re: same (1.8); draft motion to amend BPO (1.6);	Andrew J. Schouder	6.20	525.00	3,255.00
11/11/09	Research re: motion to amend BPO; Analysis of MPSA re: same; analysis of LOI and Project Lender term sheets re: same; draft motion to amend BPO.	Andrew J. Schouder	8.60	525.00	4,515.00
11/12/09	Draft motion to amend BPO (3.0); call with UST (0.5); call with Lender Counsel (0.5); review and comment on report to committee (1.0).	Andrew J. Schouder	5.00	525.00	2,625.00
11/12/09	Review term sheets and prepare of committee call	Samuel M. Stricklin	2.10	625.00	1,312.50
11/13/09	Review Plan and Disclosure Statement and related Purchase Agreement (3.0); call with UST and related follow-up (0.5).	Andrew J. Schouder	3.50	525.00	1,837.50
11/13/09	Drafting and revising Plan / Disclosure Statement summary; discussing same with A.	Marcus D. Friedman	10.70	385.00	4,119.50

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	Schoulder.				
11/14/09	Drafting and revising Plan / Disclosure Statement summary; correspondence re: same.	Marcus D. Friedman	1.80	385.00	693.00
11/20/09	Review and revise summary of Plan and DS.	Andrew J. Schouder	1.80	525.00	945.00
11/23/09	Conference with A. Schouder re: Plan (.1); attention to Plan exhibits (.1)	Anna Rozin	0.20	325.00	65.00
11/24/09	Reviewed and analyzed Plan and any objections thereto	Anna Rozin	5.30	325.00	1,722.50
11/24/09	Review plan and disclosure statement	Samuel M. Stricklin	6.70	625.00	4,187.50
11/24/09	Drafting and revising Plan / Disclosure Statement summary	Marcus D. Friedman	7.10	385.00	2,733.50
11/25/09	Drafting and revising Plan / Disclosure Statement summary; correspondence re: same	Marcus D. Friedman	1.80	385.00	693.00
11/25/09	Further review and revision to DS summary.	Andrew J. Schouder	1.00	525.00	525.00
11/25/09	Drafting objection to the Plan	Anna Rozin	1.10	325.00	357.50
12/04/09	Review dip, bid procedure and plan in connection with continuing to prepare for dip and upcoming anticipated plan and disclosure issues	Samuel M. Stricklin	6.40	625.00	4,000.00
12/21/09	Prepare for auction.	Andrew J. Schouder	1.60	525.00	840.00
12/21/09	Review HL bid analysis.	Andrew J. Schouder	0.70	525.00	367.50
12/21/09	Review comparison of sale proposals, analysis re: same.	Andrew J. Schouder	1.00	525.00	525.00
12/21/09	Preparations for auction	Anna Rozin	2.00	325.00	650.00
12/21/09	Preparing for auction	Adam B. Shane	1.10	350.00	385.00
12/22/09	Preparation for auction (.6); attended auction (8)	Anna Rozin	8.60	325.00	2,795.00
12/22/09	Attend auction.	Andrew J. Schouder	14.00	525.00	7,350.00
12/22/09	Attend and participate in auction proceeding at DLA Piper	Daniel S. Connolly	14.00	815.00	11,410.00
12/23/09	Attend and participate at sale auction at DLA Piper (4.5); prepare post auction memo (1);	Daniel S. Connolly	5.50	815.00	4,482.50
12/23/09	Attend auction.	Andrew J. Schouder	4.50	525.00	2,362.50

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12/23/09	Attended Auction	Anna Rozin	4.00	325.00	1,300.00
12/31/09	Attention to the First Amended Disclosure Statement and Plan	Anna Rozin	0.20	325.00	65.00
01/04/10	Review amended disclosure statement (1.3); meeting with A. Rozin re: objection to disclosure statement (.3).	Andrew J. Schouder	1.60	625.00	1,000.00
01/04/10	Evaluate debtors plan and disclosure statement	Samuel M. Stricklin	4.70	675.00	3,172.50
01/05/10	Review valuation information	Samuel M. Stricklin	1.70	675.00	1,147.50
01/05/10	Reviewed Disclosure Statement deadlines (.1); drafting Disclosure Statement Preliminary objection (.7); review A. Loza email re: Plan valuation (.2)	Anna Rozin	1.00	410.00	410.00
01/06/10	Drafting letter to Debtors re: auction	Anna Rozin	0.40	410.00	164.00
01/07/10	Call with Protiviti re: meetings and hearing update (.5); research re: motion for allocation of value (2.5); confer with A. Shane re: transcript excerpts (.1)	Anna Rozin	3.10	410.00	1,271.00
01/07/10	Various calls and meeting re: allocation of purchase price with S. Stricklin, A. Rozin and Protiviti.	Andrew J. Schouder	1.40	625.00	875.00
01/07/10	Draft memo re: payments to NSC.	Andrew J. Schouder	1.80	625.00	1,125.00
01/08/10	Review research re: motion to value.	Andrew J. Schouder	1.00	625.00	625.00
01/08/10	Analysis of issues re: management agreements.	Andrew J. Schouder	1.20	625.00	750.00
01/08/10	Calls and emails re: allocation of value with S. Stricklin, D. Connolly and A. Loza.	Andrew J. Schouder	2.10	625.00	1,312.50
01/08/10	Review mediation order.	Andrew J. Schouder	0.80	625.00	500.00
01/08/10	Research for Disclosure Statement objection (3); drafting preliminary Disclosure Statement objection (1.5); confer with A. Schouder re: same (.3)	Anna Rozin	4.80	410.00	1,968.00
01/08/10	Researching Management Agreement issues for A. Schouder	Adam B. Shane	2.10	350.00	735.00
01/09/10	Drafting objection to the Disclosure Statement (3); research case law for same (2)	Anna Rozin	5.00	410.00	2,050.00
01/10/10	506(a) research (2.6); discussion with A. Schouder re: same (.2); email correspondence	Anna Rozin	3.00	410.00	1,230.00

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	with A. Shane re: same (.2)				
01/10/10	Review research re: valuation motion (4.3); draft valuation motion (7.9).	Andrew J. Schouder	12.20	625.00	7,625.00
01/11/10	Working travel from NY to Dallas for valuation meeting; review valuation report and related analysis re: disclosure statement (1.6); review and revise preliminary objection to DS and Plan (0.7); review and revise letters to lenders re: lien review (0.5).	Andrew J. Schouder	2.80	625.00	1,750.00
01/11/10	Preparing for hearing	Anna Rozin	0.50	410.00	205.00
01/12/10	Revisions to the preliminary Disclosure Statement objection	Anna Rozin	1.10	410.00	451.00
01/12/10	Revisions to motion to allocate value	Anna Rozin	0.30	410.00	123.00
01/12/10	Preparation for 1-13-10 hearing	Adam B. Shane	0.70	350.00	245.00
01/12/10	Review Debtors' Declaration re: Mediation (.2); discuss same with D. Connolly and S. Stricklin (.2).	Andrew J. Schouder	0.40	625.00	250.00
01/12/10	Various meetings re: allocation of value and Debtors' proposed analysis.	Andrew J. Schouder	2.00	625.00	1,250.00
01/12/10	Meet with Protiviti re: FA meeting.	Andrew J. Schouder	1.00	625.00	625.00
01/12/10	Analysis of scheduled GUCs.	Andrew J. Schouder	1.60	625.00	1,000.00
01/12/10	Revise Valuation Motion per comments of S. Stricklin.	Andrew J. Schouder	1.10	625.00	687.50
01/13/10	Prepare for hearing.	Andrew J. Schouder	1.00	625.00	625.00
01/13/10	Attend hearing.	Andrew J. Schouder	1.20	625.00	750.00
01/13/10	Attend meeting re: Valuation.	Andrew J. Schouder	7.00	625.00	4,375.00
01/13/10	Prepare for and attend hearings on variety of motions and status conference (2.7); attend DLA Piper's office to negotiate in a "mediation" for balance of the day (3.3)	Samuel M. Stricklin	11.00	675.00	7,425.00
01/13/10	Prepare for and attend hearing in Dallas Court re mediation status and examiner issues (5.3); attend mediation session at DLA Piper offices in Dallas, Tx (8.3).	Daniel S. Connolly	13.60	870.00	11,832.00
01/15/10	Call with Protiviti to discuss settlement issues and Committee call.	Andrew J. Schouder	0.50	625.00	312.50

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01/16/10	Attend to statement in support of mediator	Anna Rozin	0.20	410.00	82.00
01/16/10	Researching case law for Disclosure Statement objection	Anna Rozin	2.80	410.00	1,148.00
01/17/10	Drafting Disclosure Statement Objection	Anna Rozin	1.70	410.00	697.00
01/18/10	Attend to issues re: settlement negotiations	Anna Rozin	0.40	410.00	164.00
01/18/10	Draft statement re: mediation.	Andrew J. Schouder	3.00	625.00	1,875.00
01/18/10	Review Protiviti analysis.	Andrew J. Schouder	1.00	625.00	625.00
01/19/10	Review Protiviti analysis re: claims.	Andrew J. Schouder	0.30	625.00	187.50
01/19/10	Analysis of mezzanine claims and guarantee claims.	Andrew J. Schouder	3.80	625.00	2,375.00
01/19/10	Review and drafting of statement re mediation (.7); conf. counsel for Debtor re settlement (.4)	Daniel S. Connolly	1.10	870.00	957.00
01/19/10	Review of documents and pleadings to assess settlement prospects (3.5)	Samuel M. Stricklin	3.50	675.00	2,362.50
01/19/10	Strategy call with Protiviti, S. Stricklin, D. Connolly and A. Schouder	Anna Rozin	0.60	410.00	246.00
01/20/10	Email to Protiviti re: guaranty claim amounts	Anna Rozin	0.40	410.00	164.00
01/20/10	Preparing exhibits for 1/22 hearing	Anna Rozin	3.70	410.00	1,517.00
01/20/10	Follow-up meeting with S. Stricklin re: settlement.	Andrew J. Schouder	0.50	625.00	312.50
01/20/10	Revise mediation statement per meeting with Committee.	Andrew J. Schouder	0.30	625.00	187.50
01/20/10	Preparation of exhibits for hearing	Adam B. Shane	1.20	350.00	420.00
01/21/10	Further preparation for 1-22 hearing	Adam B. Shane	0.70	350.00	245.00
01/21/10	Call with BONY re: mediation statement (0.2); revise statement per call (0.2).	Andrew J. Schouder	0.40	625.00	250.00
01/21/10	Attend to cross-examination for Valuation issues (2.0); calls with Protiviti and A. Rozin re: same (0.7).	Andrew J. Schouder	2.70	625.00	1,687.50
01/21/10	Calls with S. Stricklin and D. Connolly re: settlement issues.	Andrew J. Schouder	0.80	625.00	500.00
01/21/10	Review analysis of various mez/tri-party agreements.	Andrew J. Schouder	1.00	625.00	625.00

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01/21/10	Draft term sheet for settlement offer.	Andrew J. Schouder	7.60	625.00	4,750.00
01/21/10	Review mediation statement filed by Debtors.	Andrew J. Schouder	0.50	625.00	312.50
01/21/10	Conf. w. T. Califano re settlement issues	Daniel S. Connolly	0.40	870.00	348.00
01/21/10	Reviewed mezzanine loan documents	Anna Rozin	1.00	410.00	410.00
01/21/10	Call with D. Connolly, S. Stricklin and A. Schouder re: strategy (.3); attend to settlement term sheet (.5)	Anna Rozin	0.80	410.00	328.00
01/21/10	Preparing exhibits for 1/22 hearing (2); various calls with A. Loza re: same (.5); confer with A. Shane re: same (.5)	Anna Rozin	3.00	410.00	1,230.00
01/22/10	Reviewed settlement term sheet (.3); confer with A. Schouder re: same (.2); call with Protiviti re: same (.2)	Anna Rozin	0.70	410.00	287.00
01/22/10	Prep for mediation status conf (2); pre-trial discovery on committee motion (1.3); attend court conference in Dallas (1.5); meeting with various parties post hearing re settlement (1); conf with A. Schouder and S. Stricklin re settlement (.5); review of term sheet drafts (1.4)	Daniel S. Connolly	7.70	870.00	6,699.00
01/22/10	Prepare for and participate in status conference before the court	Samuel M. Stricklin	3.10	675.00	2,092.50
01/22/10	Telephonic hearing re: mediation and settlement.	Andrew J. Schouder	1.50	625.00	937.50
01/22/10	Call with S. Stricklin and D. Connolly re: comments to term sheet.	Andrew J. Schouder	0.50	625.00	312.50
01/22/10	Further review and revisions to term sheet for settlement.	Andrew J. Schouder	4.50	625.00	2,812.50
01/23/10	Review and revise draft term sheets for settlement with Debtors	Daniel S. Connolly	3.10	870.00	2,697.00
01/24/10	Revise term sheet per call with Committee (2.3); call with BONY re: settlement questions (0.5).	Andrew J. Schouder	2.80	625.00	1,750.00
01/25/10	Meeting with D. Connolly re: settlement issues.	Andrew J. Schouder	0.40	625.00	250.00
01/25/10	Revise term sheet per call with Morgan Stanley.	Andrew J. Schouder	0.20	625.00	125.00

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01/25/10	Development and review of term sheet re settlement (2); conf calls (5 sperate calls) with Debtor counsel re settlement negotiations (1.5); conf w. Stricklin; conf with members of the Committee (.8); revisions to term sheet (1)	Daniel S. Connolly	6.30	870.00	5,481.00
01/25/10	Attention to drafts of settlement term sheet	Samuel M. Stricklin	0.80	675.00	540.00
01/25/10	Meetings with D. Connolly and A. Schoulder (1.5); revisions to term sheet (.6)	Anna Rozin	2.10	410.00	861.00
01/26/10	Revised term sheet per committee comments	Anna Rozin	0.30	410.00	123.00
01/26/10	Prepare for and participate in Conference with A. Loza with Protiviti regarding analysis (.2); conference with A. Schoulder and D. Connolly regarding settlement status (.3); several calls with D. Connolly throughout day re: negotiation issues (.3)	Samuel M. Stricklin	0.80	675.00	540.00
01/26/10	Meeting with A. Rozin and A. Schoulder re settlement and litigation posture (1.7); review of privileged information (.8); settlement discussions with T. Califano (.8); conference call with Committee for approval of settlement term sheet (1)	Daniel S. Connolly	4.30	870.00	3,741.00
01/26/10	Meetings with D. Connolly re: settlement and analysis re: same (1.7); calls with various Committee members re: settlement analysis (1); call with T. Califano re: settlement (.8); call with Committee re: approval of settlement (.8); revise term sheet (1.6).	Andrew J. Schoulder	5.90	625.00	3,687.50
01/27/10	Call with corporate and project lenders (.7); follow-up with D. Connolly and S. Stricklin re: same (.2).	Andrew J. Schoulder	0.90	625.00	562.50
01/27/10	Review DLA comments to term sheet (.5); meeting with D. Connolly and S. Stricklin re: same (1); call with M. Atkinson re: same (.3); calls with Committee members re: same (1); revise term sheet and discuss with D. Connolly (1.4).	Andrew J. Schoulder	4.20	625.00	2,625.00
01/27/10	Participate in settlement discussions; revise term sheet	Samuel M. Stricklin	2.40	675.00	1,620.00
01/27/10	Reviewed Debtors' mark-up of term sheet (.3); meeting with D. Connolly and A. Schoulder re:	Anna Rozin	2.30	410.00	943.00

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	same (2)				
01/28/10	Reviewed term sheet	Anna Rozin	0.70	410.00	287.00
01/28/10	Prep for settlement conferences (.8); conference with T. Califano (.5); review of materials obtained via discovery (.6); general discovery issues (.7)	Daniel S. Connolly	2.60	870.00	2,262.00
01/28/10	Calls with BNY re: settlement issues (.8); Calls with MS re: settlement issues (.7); analysis of open settlement issues (2.6); various discussions re: open issues with D. Connolly and S. Stricklin (.9)	Andrew J. Schouder	5.00	625.00	3,125.00
01/29/10	Review lender comments to term sheet (.5); discuss same with S. Stricklin and D. Connolly (.9); prepare responsive mark-up (1.7)	Andrew J. Schouder	3.10	625.00	1,937.50
01/29/10	Review of term sheets for settlement (.5); review of Lenders revisions (.5); prep for meeting with lenders re settlement (.5); meeting with lenders re settlement at Dallas office of Andrews Kurth (4.5); court hearing in Dallas (1.2); review with various lenders on current state (.5)	Daniel S. Connolly	7.60	870.00	6,612.00
01/29/10	Participate in meeting with lenders (5.8); to Court for status conference (1.2)	Samuel M. Stricklin	7.00	675.00	4,725.00
01/29/10	Numerous calls with D. Connolly, S. Stricklin and A. Schouder re: term sheet (1.7); email correspondence with A. Schouder re: same (.3)	Anna Rozin	2.00	410.00	820.00
01/29/10	Reviewed Project Lenders' mark-up of term sheet	Anna Rozin	0.50	410.00	205.00
01/31/10	Review of settlement issues (2.1); conference call with A. Schouder and D. Gleck on behalf of project lenders (.7)	Daniel S. Connolly	2.80	870.00	2,436.00
01/31/10	Call with Capmark counsel, related follow-up (.6); Call with D. Connolly re: same (.2)	Andrew J. Schouder	0.80	625.00	500.00
02/01/10	Meet with D. Connolly re: term sheet; call with J. Smith and B. Boone; follow up meeting with D. Connolly.	Andrew J. Schouder	2.00	625.00	1,250.00
02/01/10	Call with M. Summers re: term sheet; follow- up with B. Boone.	Andrew J. Schouder	0.60	625.00	375.00

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02/01/10	Revise term sheet per lender call; related analysis of cap structures.	Andrew J. Schouder	4.00	625.00	2,500.00
02/01/10	Call with J. Smith re: deficiency claims; follow-up discussion with D. Connolly and S. Stricklin re: same.	Andrew J. Schouder	0.80	625.00	500.00
02/01/10	Meet with D. Connolly and S. Stricklin re: term sheet; revise same per meeting.	Andrew J. Schouder	1.20	625.00	750.00
02/01/10	Multiple conf calls w. J. Smith and B. Boone re settlement; revise and review term sheet (2.0); conf w. A Schouder and S. Stricklin; review of various loan docs (2.7).	Daniel S. Connolly	4.70	870.00	4,089.00
02/01/10	Term sheet development; multiple conference calls with Lenders and Debtor re terms of global settlement (2.9); meeting w. Schouder re issues; conf call w. Stricklin re global settlement (1.40).	Daniel S. Connolly	4.30	870.00	3,741.00
02/01/10	Attention to settlement issues	Samuel M. Stricklin	2.10	675.00	1,417.50
02/01/10	Prepare Order Postponing Deadlines per settlement.	Janelle S. Forteza	0.40	285.00	114.00
02/01/10	Reviewed proposed order postponing dates per settlement (.5); confer with A. Schouder re: same (.3)	Anna Rozin	0.80	410.00	328.00
02/01/10	Reviewed draft of settlement term sheet	Anna Rozin	0.30	410.00	123.00
02/02/10	Reviewed guarantee agreement for the Concord campus construction loan	Anna Rozin	0.50	410.00	205.00
02/02/10	Diligence of Erickson Group guarantees	Anna Rozin	1.00	410.00	410.00
02/02/10	Research re: plan issues (3.5); confer with A. Schouder re: same (1)	Anna Rozin	4.50	410.00	1,845.00
02/02/10	Review multiple issues on term sheet; work on same with Schouder	Samuel M. Stricklin	3.50	675.00	2,362.50
02/02/10	Review of term sheet issues; conf call with PNC and lenders re settlement; meeting with Schouder re revisions	Daniel S. Connolly	2.10	870.00	1,827.00
02/02/10	Pre-meetings with D. Connolly re: deficiency issues; call with lenders and Califano re: settlement; follow-up meeting with D. Connolly and S. Stricklin re: same.	Andrew J. Schouder	3.00	625.00	1,875.00

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02/02/10	Analysis of new structuring issues re: settlement (2.6); calls (x2) with PNC re: same (0.8); research re: structuring issues and discuss research assignment with A. Rozin and A. Shane (0.6); revise term sheet to address open issues and new structuring issues; revise same per comments from S. Stricklin (4.1).	Andrew J. Schouder	8.10	625.00	5,062.50
02/02/10	Research regarding plan classification	Adam B. Shane	4.50	350.00	1,575.00
02/03/10	Further research regarding plan	Adam B. Shane	0.60	350.00	210.00
02/03/10	Revise term sheet per lender/Debtor call.	Andrew J. Schouder	2.50	625.00	1,562.50
02/03/10	Review comments from PNC to term sheet; revise term sheet re: same.	Andrew J. Schouder	1.40	625.00	875.00
02/03/10	Call with J. Smith re: settlement and follow-up with D. Connolly and S. Stricklin.	Andrew J. Schouder	1.20	625.00	750.00
02/03/10	Follow-up call with lenders and Califano; follow-up meeting with D. Connolly re: same; follow-up call with J. Smith and L. Tancredi re: Trust and GST Note.	Andrew J. Schouder	2.40	625.00	1,500.00
02/03/10	Call with Lenders and Califano re: settlement; follow-up meeting with D. Connolly and S. Stricklin re: same.	Andrew J. Schouder	2.00	625.00	1,250.00
02/03/10	Review of documents and prep for status hearing on global settlement; term sheet review	Daniel S. Connolly	3.20	870.00	2,784.00
02/03/10	Reviewed term sheet	Anna Rozin	0.40	410.00	164.00
02/03/10	Meeting with D. Connolly and A. Schouder re: settlement terms (.8); call with project lenders (.5); 2 calls with PNC Counsel (.8)	Anna Rozin	2.10	410.00	861.00
02/04/10	Preparing for call with lenders	Anna Rozin	0.20	410.00	82.00
02/04/10	Review committee term sheet and changes; multiple emails regarding same (5.0); prepare for and participate in committee conference call to approve same (1.5)	Samuel M. Stricklin	6.50	675.00	4,387.50
02/04/10	Working travel from NY to Dallas (analysis of issues re: GST Note ; revise term sheet).	Andrew J. Schouder	3.40	625.00	2,125.00
02/04/10	Call with Debtors and Lenders re: revised term sheet.	Andrew J. Schouder	0.50	625.00	312.50

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02/04/10	Meeting with D. Connolly and S. Stricklin re: term sheet issues.	Andrew J. Schouder	1.00	625.00	625.00
02/05/10	Attend status hearing,	Andrew J. Schouder	1.30	625.00	812.50
02/05/10	Revise term sheet in advance of Lender meeting; discuss same with D. Connolly.	Andrew J. Schouder	1.00	625.00	625.00
02/05/10	Meeting with Lenders re: settlement.	Andrew J. Schouder	2.80	625.00	1,750.00
02/05/10	Review drafts of term sheets and comment on same (1.7); attend court; conference after court regarding next steps (2.5)	Samuel M. Stricklin	4.20	675.00	2,835.00
02/05/10	Review term sheet and prepare for lender meeting; conf re global settlement with lenders at DLA (6.1); hearing before J. Jurnigan re status of case; examiner motion; follow-up with S. Stricklin (1.7)	Daniel S. Connolly	7.80	870.00	6,786.00
02/05/10	Hearing	Anna Rozin	1.20	410.00	492.00
02/05/10	Further research regarding plan	Adam B. Shane	0.60	350.00	210.00
02/08/10	Research regarding litigation trust agreements	Adam B. Shane	1.10	350.00	385.00
02/08/10	Drafting Liquidation Trust Agreement	Anna Rozin	1.50	410.00	615.00
02/08/10	Drafting proposed order abating motions per plan settlement	Anna Rozin	0.40	410.00	164.00
02/08/10	Review final changes to UCC term sheet	Samuel M. Stricklin	0.80	675.00	540.00
02/08/10	Revise term sheet per final comments at hearing.	Andrew J. Schouder	0.50	625.00	312.50
02/08/10	Review and comment on proposed order abating litigation.	Andrew J. Schouder	0.30	625.00	187.50
02/09/10	Attend to issues re: Liquidating Trust Agreement.	Andrew J. Schouder	0.20	625.00	125.00
02/09/10	Disclosure statement issues; conf w. Schouder re settlement issues	Daniel S. Connolly	3.00	870.00	2,610.00
02/11/10	Attend to issues regarding Plan and Disclosure Statement	Anna Rozin	0.40	410.00	164.00
02/12/10	Attend to issues regarding Plan and Disclosure Statement	Anna Rozin	0.30	410.00	123.00
02/12/10	Review revised DS and Plan.	Andrew J. Schouder	3.00	625.00	1,875.00

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02/13/10	Review and revise DS and Plan.	Andrew J. Schouder	5.00	625.00	3,125.00
02/13/10	Call with Venable re: settlement; follow-up with Protiviti re: same.	Andrew J. Schouder	1.30	625.00	812.50
02/13/10	Review and revise 9019 motion and settlement term sheet.	Andrew J. Schouder	1.40	625.00	875.00
02/13/10	Research regarding reservation of claims in plan and disclosure statements	Adam B. Shane	3.00	350.00	1,050.00
02/14/10	Follow-up modifications to DS re: settlement with Redwood.	Andrew J. Schouder	1.40	625.00	875.00
02/15/10	Call with Venable re: settlement.	Andrew J. Schouder	1.00	625.00	625.00
02/15/10	Call with J. Smith re: Plan issues.	Andrew J. Schouder	0.30	625.00	187.50
02/15/10	Call with HL re: status of Redwood settlement.	Andrew J. Schouder	0.50	625.00	312.50
02/15/10	Call with Mintz Levin re: trustee issues and settlement; follow-up re: same.	Andrew J. Schouder	1.20	625.00	750.00
02/15/10	Follow-up call with Venable; follow-up with Protiviti re: analysis of settlement.	Andrew J. Schouder	1.00	625.00	625.00
02/15/10	Additional revisions to DS and term sheet per settlement with Redwood.	Andrew J. Schouder	1.40	625.00	875.00
02/15/10	Research re: Plan issues	Jason G. Cohen	0.60	390.00	234.00
02/15/10	Review comments to plan and disclosure statement	Samuel M. Stricklin	2.10	675.00	1,417.50
02/15/10	Attending to Plan comments	Anna Rozin	3.50	410.00	1,435.00
02/15/10	Research regarding PRIVILEGED	Adam B. Shane	3.10	350.00	1,085.00
02/16/10	Attended to Plan comments	Anna Rozin	1.00	410.00	410.00
02/16/10	Call regarding disclosure statement comments	Anna Rozin	0.30	410.00	123.00
02/16/10	Disclosure statement review; issue briefing w. Schouder	Daniel S. Connolly	2.50	870.00	2,175.00
02/16/10	Further revisions to DS.	Andrew J. Schouder	0.40	625.00	250.00
02/16/10	Review revised MSPA.	Andrew J. Schouder	2.00	625.00	1,250.00
02/16/10	Call with HL, Venable and DLA re: MSPA.	Andrew J. Schouder	0.50	625.00	312.50
02/16/10	Additional revisions to 9019 motion.	Andrew J. Schouder	0.30	625.00	187.50
02/17/10	Review research re: claims transfer.	Andrew J. Schouder	1.00	625.00	625.00

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02/17/10	Review DS filed with court and compare to version previously commented on.	Andrew J. Schouder	1.80	625.00	1,125.00
02/17/10	Research re: Fifth Circuit issues re: transfers of claims; revise disclosure statement re: same.	Andrew J. Schouder	3.70	625.00	2,312.50
02/17/10	Review cases on claims preservation in disclosure statement and review language re same	Samuel M. Stricklin	1.20	675.00	810.00
02/17/10	Research regarding plan issues per A. Schouder	Mary Ann Wacker	0.50	225.00	112.50
02/17/10	Reviewed revisions to Plan	Anna Rozin	1.40	410.00	574.00
02/17/10	Revised abatement order per settlement	Anna Rozin	0.40	410.00	164.00
02/17/10	Diligence regarding Debtors' litigation	Anna Rozin	0.50	410.00	205.00
02/17/10	Due diligence regarding assets for litigation trust	Adam B. Shane	0.20	350.00	70.00
02/18/10	Attention to Disclosure Statement objections	Adam B. Shane	0.30	350.00	105.00
02/18/10	Revised order abating motions per settlement; confer with J. Forteza re: filing same	Anna Rozin	0.30	410.00	123.00
02/18/10	Reviewed and summarized employees' objections to Disclosure Statement	Anna Rozin	0.40	410.00	164.00
02/18/10	Conf w. Califano re Indentured Trustee issues; disclosure statement review and revision	Daniel S. Connolly	3.30	870.00	2,871.00
02/18/10	Review PNC modifications to proposed abatement order; call with L. Tancredi re: same.	Andrew J. Schouder	0.30	625.00	187.50
02/18/10	Additional revisions to disclosure statement re: transfer of litigation.	Andrew J. Schouder	0.40	625.00	250.00
02/19/10	Review disclosure statement and comments to same	Samuel M. Stricklin	3.10	675.00	2,092.50
02/22/10	Disclosure statement issue; review of documents; conf w. lenders re Indentured Trustee	Daniel S. Connolly	2.80	870.00	2,436.00
02/22/10	Draft Liquidating Trust Agreement.	Andrew J. Schouder	5.00	625.00	3,125.00
02/22/10	Attending to comments to the Disclosure Statement	Anna Rozin	0.30	410.00	123.00
02/23/10	Reviewed employee objections to Disclosure	Anna Rozin	0.20	410.00	82.00

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	Statement				
02/23/10	Analysis of allocation issues	Andrew J. Schouder	1.00	625.00	625.00
02/23/10	Call with Venebale re: revised DS language; revise DS per call.	Andrew J. Schouder	1.20	625.00	750.00
02/23/10	Draft Liquidating Trust Agreement.	Andrew J. Schouder	2.20	625.00	1,375.00
02/23/10	Indentured Trustee issues; conf w. Schouder re Disclosure Statement; review of documents	Daniel S. Connolly	1.70	870.00	1,479.00
02/24/10	Disclosure statement review; conf w. Califano re issues; conf w. Indentured Trustee;	Daniel S. Connolly	3.80	870.00	3,306.00
02/25/10	Draft liquidating trust agreement.	Andrew J. Schouder	1.70	625.00	1,062.50
02/26/10	Participate in telephonic hearing on Michigan motion for protective order.	Andrew J. Schouder	0.80	625.00	500.00
02/26/10	Review solicitation motion and disclosure statement; provide comments re: same to DLA.	Andrew J. Schouder	4.30	625.00	2,687.50
02/26/10	Review of disclosure statement; Indentured Trustee issues; conf. w. Califano; conf w. Schouder	Daniel S. Connolly	3.10	870.00	2,697.00
02/26/10	Reviewed Northwest Electric objection to the Disclosure Statement; correspondence with A. Schouder re: same	Anna Rozin	0.40	410.00	164.00
02/26/10	Diligence re: campus debtors	Anna Rozin	0.40	410.00	164.00
02/28/10	Diligence re: campus debtors	Anna Rozin	0.60	410.00	246.00
02/28/10	Attend to issues re: Bond trustee comments.	Andrew J. Schouder	1.30	625.00	812.50
03/01/10	Draft Trust Agreement.	Andrew J. Schouder	2.50	625.00	1,562.50
03/01/10	Call with S. Stricklin re: Trust allocation (.2); follow-up with T. Califano re: same (.2)	Andrew J. Schouder	0.40	625.00	250.00
03/01/10	Review disclosure statement draft and discuss language to add	Samuel M. Stricklin	3.10	675.00	2,092.50
03/01/10	Conf call w. Schouder re objections to Disclosure Statement (.5); review of 5th Cir case law re same (.6)	Daniel S. Connolly	1.10	870.00	957.00
03/01/10	Reviewed Douglas County's objection to the Disclosure Statement	Anna Rozin	0.10	410.00	41.00
03/01/10	Review of Douglas County Disclosure Statement objection (.10) and brief summary	Adam B. Shane	0.30	350.00	105.00

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	of same for team (.20)				
03/01/10	Further "gifting" research	Adam B. Shane	5.70	350.00	1,995.00
03/02/10	Review of several DS objections (.5) and summary of same (.7)	Adam B. Shane	1.30	350.00	455.00
03/02/10	Drafting Committee reservation of rights for DS	Adam B. Shane	1.60	350.00	560.00
03/02/10	Review of Potential Defendants' DS objection	Adam B. Shane	0.60	350.00	210.00
03/02/10	Review of (.20) and summary of (.10) Wells Fargo/US Bank DS objection	Adam B. Shane	0.30	350.00	105.00
03/02/10	Review of PoCs of several objecting creditors	Adam B. Shane	0.40	350.00	140.00
03/02/10	Research for DS Objections Reply	Adam B. Shane	5.00	350.00	1,750.00
03/02/10	Conf. with A. Rozin regarding research for DS Objections Reply	Adam B. Shane	0.40	350.00	140.00
03/02/10	Meeting with D. Connolly re DS objections (1); review indenture trustee objection (.60); research re: same (2.4)	Ryan M. Philp	4.00	605.00	2,420.00
03/02/10	Review revised Plan & DS (1); reviewed objections to DS (2.7); meeting with D. Connolly and A. Schouder re: Response to DS objections (1); research for Response to DS Objections (3.2); confer with A. Schouder re: same (1)	Anna Rozin	8.90	410.00	3,649.00
03/02/10	Prep for disclosure hearing (1.5); meeting with Schouder/Rozin re response to objections (.9); review of case law (1.3); conf w. counsel for the Debtor (.1)	Daniel S. Connolly	3.80	870.00	3,306.00
03/02/10	Continue review of plan and disclosure statement	Samuel M. Stricklin	1.90	675.00	1,282.50
03/02/10	Review 3rd Amended DS.	Andrew J. Schouder	1.80	625.00	1,125.00
03/02/10	Review Michigan motion for valuation hearing	Andrew J. Schouder	0.40	625.00	250.00
03/02/10	Review various DS objections	Andrew J. Schouder	2.00	625.00	1,250.00
03/02/10	Prepare summary of comments to DS, provide to DLA	Andrew J. Schouder	0.70	625.00	437.50
03/02/10	Review Indenture Trustee objections to DS (0.9); review former officers' objection to DS (0.5); meeting with D. Connolly re: DS	Andrew J. Schouder	2.40	625.00	1,500.00

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	objections (1.0)				
03/02/10	Review research for response to DS objections; begin preparing response	Andrew J. Schoulder	4.60	625.00	2,875.00
03/03/10	Call with Venable re: employee objection	Andrew J. Schoulder	0.30	625.00	187.50
03/03/10	Calls with DLA re: DS comments	Andrew J. Schoulder	0.80	625.00	500.00
03/03/10	Review additional objections filed to DS	Andrew J. Schoulder	1.20	625.00	750.00
03/03/10	Attend to research for response to DS objections	Andrew J. Schoulder	3.40	625.00	2,125.00
03/03/10	Draft response to DS objections	Andrew J. Schoulder	5.60	625.00	3,500.00
03/03/10	Review of disclosure statement documents (1.8); prep for disclosure statement hearing (2)	Daniel S. Connolly	3.80	870.00	3,306.00
03/03/10	File Witness and Exhibit List for DS hearing	Janelle S. Forteza	0.30	285.00	85.50
03/03/10	Drafting section of Limited Response (1); research re: same (5); drafting witness and exhibit list for hearing (.5); reviewing Limited Response (1.2)	Anna Rozin	7.70	410.00	3,157.00
03/03/10	Draft section of disclosure statement objection reply (1.1); research regarding same (1.5)	Ryan M. Philp	2.60	605.00	1,573.00
03/03/10	DS objection response research follow-up	Adam B. Shane	1.00	350.00	350.00
03/03/10	Preparation for DS hearing	Adam B. Shane	2.30	350.00	805.00
03/03/10	Drafting section of DS Reply	Adam B. Shane	3.10	350.00	1,085.00
03/03/10	Review of DS objections (1.50) and drafting summary chart of same for team(4.40)	Adam B. Shane	5.90	350.00	2,065.00
03/03/10	Attending to comments re: DS objection chart	Adam B. Shane	1.20	350.00	420.00
03/03/10	Preparing for disclosure statement hearing	Mark E. Engelbart	6.30	250.00	1,575.00
03/04/10	Attention to pleadings	Adam B. Shane	0.30	350.00	105.00
03/04/10	Preparations for DS hearing	Adam B. Shane	2.60	350.00	910.00
03/04/10	Revisions to chart of DS objections	Adam B. Shane	1.00	350.00	350.00
03/04/10	Revisions to DS Reply	Adam B. Shane	2.20	350.00	770.00
03/04/10	Reviewed DS objection chart (1.5); reviewing Limited Response (2); conference with S. Stricklin re: same (.2); conference with D. Connolly re: same (.1); preparations for hearing (1.4); reviewed and summarized	Anna Rozin	5.90	410.00	2,419.00

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	Debtors' Reply (.7)				
03/04/10	File Response to Objection to Disclosure Statement (.3); prepare for DS hearing (.7)	Janelle S. Forteza	1.00	285.00	285.00
03/04/10	Prep for disclosure statement hearing (1.8); review of objections (2)	Daniel S. Connolly	3.80	870.00	3,306.00
03/04/10	Read objections to disclosure statement and prepare for hearing in the event that confirmation issues need to be argued (5.8); review draft response (2)	Samuel M. Stricklin	7.80	675.00	5,265.00
03/04/10	Call with T. Califano re: DS hearing.	Andrew J. Schoulder	0.50	625.00	312.50
03/04/10	Review and revise response to DS objections.	Andrew J. Schoulder	1.60	625.00	1,000.00
03/05/10	Prepare for Disclosure Statement hearing.	Andrew J. Schoulder	3.00	625.00	1,875.00
03/05/10	Meeting at DLA offices re: Disclosure Statement hearing.	Andrew J. Schoulder	1.20	625.00	750.00
03/05/10	Attend Disclosure Statement hearing.	Andrew J. Schoulder	4.00	625.00	2,500.00
03/05/10	Continue to prepare for disclosure statement hearing, including at meeting with debtor and lenders (2.7); attend hearing (4)	Samuel M. Stricklin	6.70	675.00	4,522.50
03/05/10	Prep for disclosure hearing (3.3); conf at offices of DLA Piper (Debtor) re Disclosure conf (1.2); meeting with all parties (.8); Disclosure Hearing before J. Jernigan (4)	Daniel S. Connolly	9.30	870.00	8,091.00
03/05/10	Hearing preparations	Janelle S. Forteza	0.10	285.00	28.50
03/08/10	Reviewed ballots	Anna Rozin	0.30	410.00	123.00
03/08/10	Review of plan statements (1.4); conference call with counsel for NSC/NFP; conf call w. Debtor counse (.4); mtg w. Schoulder re release issues (.6)	Daniel S. Connolly	2.40	870.00	2,088.00
03/08/10	Call with NSC counsel re: releases (.4); follow-up with D. Connolly (.6)	Andrew J. Schoulder	1.00	625.00	625.00
03/08/10	Attend to letter supporting Plan	Andrew J. Schoulder	0.90	625.00	562.50
03/08/10	Review revised DS and Plan filed with Court (.8); follow-up with DLA re: release language (.7)	Andrew J. Schoulder	1.50	625.00	937.50
03/08/10	Review revised ballots and notices (.2); call V. Slusher re: same (.2); revise notices and ballots	Andrew J. Schoulder	1.20	625.00	750.00

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	(.8)				
03/08/10	Reviewing order on Disclosure Statement hearing (1.00) drafting summary of same (.40) and updating calendar accordingly (.10)	Adam B. Shane	1.50	350.00	525.00
03/09/10	Research provisions for plan confirmation	Adam B. Shane	5.10	350.00	1,785.00
03/09/10	Follow-up with V. Slusher re: ballots and notices.	Andrew J. Schouder	0.60	625.00	375.00
03/09/10	Attend to NSC vendor issue; call with NSC counsel re: same.	Andrew J. Schouder	1.10	625.00	687.50
03/09/10	Draft Liquidating Trust Agreement (2.1); meeting with A. Rozin re: same (.2)	Andrew J. Schouder	2.30	625.00	1,437.50
03/09/10	Call with V. Slusher re: ballots; review revised ballots.	Andrew J. Schouder	0.80	625.00	500.00
03/09/10	Call with Capmark counsel re: releases.	Andrew J. Schouder	0.30	625.00	187.50
03/09/10	Attend to issues re: ERC depositions.	Andrew J. Schouder	0.40	625.00	250.00
03/09/10	Conf call with NSC/NFP counsel re waiver issues (.4); review of plan documentation (.8); conf. with Schouder re: release language (1.3); conf w. Califano re various plan confirmation issues (.3)	Daniel S. Connolly	2.80	870.00	2,436.00
03/09/10	Review opinion on examiner motion and other pleadings	Samuel M. Stricklin	3.40	675.00	2,295.00
03/09/10	Reviewed amended DS pages	Anna Rozin	0.20	410.00	82.00
03/10/10	Revised Litigation Trust Agreement (6); confer with A. Schouder re: same (.3)	Anna Rozin	6.30	410.00	2,583.00
03/10/10	Prepare for deposition of Debtor by Michigan Retirement	David J. Ball	0.30	575.00	172.50
03/10/10	Review fourth amended plan	Samuel M. Stricklin	2.80	675.00	1,890.00
03/10/10	Attention to discovery and discovery schedule	Samuel M. Stricklin	0.50	675.00	337.50
03/10/10	Negotiate plan issues' conf w. NSC/NFP professionals re release language (.8); review of existing plan documents (1); review of solicitation issues (.8)	Daniel S. Connolly	2.60	870.00	2,262.00
03/10/10	Review 30(b)(6) notes served by Michigan re: valuation	Andrew J. Schouder	0.30	625.00	187.50

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03/11/10	Work on solicitation letter	Samuel M. Stricklin	1.60	675.00	1,080.00
03/11/10	Review fourth amended plan, corrected pages to fourth amended plan, and litigation trust agreement	Samuel M. Stricklin	3.10	675.00	2,092.50
03/11/10	Meeting with A. Jones and A. Schouder re: Litigation Trust Agreement	Anna Rozin	0.30	410.00	123.00
03/11/10	Research regarding plan supplement	Adam B. Shane	0.10	350.00	35.00
03/12/10	Review of deposition notices (.20) and summary of same (.70)	Adam B. Shane	0.90	350.00	315.00
03/12/10	Attention to deposition schedule	Anna Rozin	0.30	410.00	123.00
03/12/10	Prepare for upcoming Michigan Retirement depositions	David J. Ball	0.10	575.00	57.50
03/15/10	Prepare for Michigan Retirement depositions	David J. Ball	1.90	575.00	1,092.50
03/15/10	Prep for depositions	Daniel S. Connolly	1.30	870.00	1,131.00
03/16/10	Attend deposition of MRSE's Clint Hinds (4.8); update BG attorneys re: deposition (.1)	David J. Ball	4.90	575.00	2,817.50
03/16/10	Attention to deposition schedule	Anna Rozin	0.40	410.00	164.00
03/17/10	Prepare for M. Niemann deposition	David J. Ball	0.20	575.00	115.00
03/17/10	Deposition of Redwood 30(b)(6); prep	Daniel S. Connolly	7.80	870.00	6,786.00
03/18/10	Review of plan documents (.4); comments re same (.6)	Daniel S. Connolly	1.00	870.00	870.00
03/18/10	Conf w. Ball re Neiman deposition	Daniel S. Connolly	0.20	870.00	174.00
03/18/10	Conferences with potential trustee candidates	Samuel M. Stricklin	1.40	675.00	945.00
03/18/10	Telephonically attend deposition by MRSE of M. Niemann	David J. Ball	5.30	575.00	3,047.50
03/19/10	Reviewed employee's DS objection	Anna Rozin	0.10	410.00	41.00
03/19/10	Preparation for 3-23 hearing	Adam B. Shane	0.30	350.00	105.00
03/21/10	Review stipulation re: valuation and email with L. Tancredi re: same.	Andrew J. Schouder	0.40	625.00	250.00
03/22/10	Provide comments to valuation stipulation.	Andrew J. Schouder	0.60	625.00	375.00
03/22/10	Revise Trust Agreement.	Andrew J. Schouder	1.00	625.00	625.00
03/22/10	Review draft stipulation and hearing exhibits	Samuel M. Stricklin	1.90	675.00	1,282.50

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03/22/10	Preparations for hearing	Anna Rozin	2.00	410.00	820.00
03/22/10	Prepare for valuation hearing	Janelle S. Forteza	0.20	285.00	57.00
03/23/10	Revisions to Trust Agreement	Anna Rozin	1.70	410.00	697.00
03/23/10	Prepare for and attend court (2.5); conference afterward to address matters from hearing (.9)	Samuel M. Stricklin	3.40	675.00	2,295.00
03/23/10	Review of Debtor plan documents; conf w. Schouder	Daniel S. Connolly	1.30	870.00	1,131.00
03/23/10	Participate in valuation hearing telephonically.	Andrew J. Schouder	2.50	625.00	1,562.50
03/23/10	Calls with A. Walker re: stipulation on valuation; revisions to same.	Andrew J. Schouder	2.60	625.00	1,625.00
03/23/10	Call with potential Trustee candidate	Andrew J. Schouder	0.80	625.00	500.00
03/24/10	Attention to transcript from valuation hearing	Janelle S. Forteza	0.50	285.00	142.50
03/25/10	Review draft of release supplement from DLA and provide comments (.7); review revised supplement provided by Winston and provide comments (.7)	Andrew J. Schouder	1.40	625.00	875.00
03/25/10	Calls with Venable re: Plan releases.	Andrew J. Schouder	0.60	625.00	375.00
03/25/10	Review (.40) and summary (.60) of Debtors' objection to Sovereign's guaranty claim and related complaint	Adam B. Shane	1.00	350.00	350.00
03/26/10	Call with S. Stricklin re: Trust Agreement; revise agreement per call.	Andrew J. Schouder	2.00	625.00	1,250.00
03/26/10	Careful review of draft trust agreement and provide comments to Schouder (2.5); review release provisions and discuss same (.9); call with potential trustee candidate (1.1)	Samuel M. Stricklin	4.50	675.00	3,037.50
03/29/10	Review comment from B. Swett re: releases; correspondence re: same	Andrew J. Schouder	0.40	625.00	250.00
03/29/10	Revise Trust Agreement per S. Stricklin	Andrew J. Schouder	0.60	625.00	375.00
03/29/10	Attend to Trustee interview process	Andrew J. Schouder	1.00	625.00	625.00
03/30/10	Review NSC comments to Plan release supplement	Andrew J. Schouder	1.00	625.00	625.00
03/30/10	Call with S. Stricklin re GST issues; Follow-up with J. Smith re same	Andrew J. Schouder	1.00	625.00	625.00

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03/30/10	Review trustee proposals	Samuel M. Stricklin	0.30	675.00	202.50
03/31/10	Attend to revisions to Plan Supplement and Release Supplement.	Andrew J. Schouder	2.50	625.00	1,562.50
Total for B320			804.30		482,007.50

B410 - GENERAL BANKRUPTCY ADVICE/OPINIONS

11/03/09	Discussing matter w/ A. Schouder, A. Rozin and A. Shane (.6); reviewing first-day motions and first-day affidavit (.8)	Marcus D. Friedman	1.40	385.00	539.00
11/03/09	Review pleadings and information regarding file; conference with Debtor's counsel	Samuel M. Stricklin	8.00	625.00	5,000.00
11/04/09	Continue to review information about the case; review f/a books; participate in interviews	Samuel M. Stricklin	6.70	625.00	4,187.50
11/09/09	Continue to review information about the case; Prepared analysis for committee	Samuel M. Stricklin	7.70	625.00	4,812.50
Total for B410			23.80		14,539.00

B499 - LITIGATION AND DISCOVERY

11/04/09	Review of documents; conf w. A. Schouder	Daniel S. Connolly	0.40	815.00	326.00
11/10/09	Research re FRBP 9023	Josephine Moon	1.30	325.00	422.50
11/11/09	Calls re: document requests; review data room; follow-up with Debtors re: same.	Andrew J. Schouder	1.20	525.00	630.00
11/16/09	Meeting with D. Connolly re: case.	Andrew J. Schouder	1.00	525.00	525.00
11/17/09	Gather background information on National Senior Campuses per request of A Rozin	Mary Ann Wacker	1.50	215.00	322.50
11/18/09	Review of materials; conf w. counsel re case status	Daniel S. Connolly	3.20	815.00	2,608.00
11/23/09	Outline discovery needed in case	Samuel M. Stricklin	4.50	625.00	2,812.50
11/24/09	Review PNC 2004 motions.	Andrew J. Schouder	1.00	525.00	525.00
11/25/09	Calls with S. Stricklin re: PNC 2004 motion.	Andrew J. Schouder	0.60	525.00	315.00
12/01/09	Meeting with D. Connolly, A. Schouder and A. Rozin re: case history, status and issues related to DIP hearing, deposition, 2004 motion, procedures, auction, etc. (2hrs); meeting with D. Ball re: same (.1); meeting with R. Philp re: same (.2).	Rachel B. Goldman	2.30	600.00	1,380.00
12/01/09	Conference w. Schouder/Rozin/Goldman	Daniel S. Connolly	3.60	815.00	2,934.00

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	regarding discovery issues (2); 2004 motion and review of existing document in case (.8); draft of preservation of documents letter (.8)				
12/01/09	Correspondence and telephone conference with A Schouder regarding expedited motion for 2004 examination (.30); work on same (.30); review PNC motion for 2004 examination (.30)	Tricia R. DeLeon	0.90	495.00	445.50
12/01/09	Meeting with D. Connolly and R. Goldman re: case status and PNC 2004 motions.	Andrew J. Schouder	2.00	525.00	1,050.00
12/01/09	Call with J. Forteza re: 2004 motions (.3); review issues re: docs to be requested and parties (1.3)	Andrew J. Schouder	1.60	525.00	840.00
12/01/09	Meeting with D. Connolly, R. Goldman and A. Schouder to discuss case and discovery strategy (2); attention to document preservation letter (1.4);	Anna Rozin	3.40	325.00	1,105.00
12/01/09	Reviewing updated document requests	Adam B. Shane	1.20	350.00	420.00
12/01/09	Prepare Motion for Rule 2004 Examinations	Janelle S. Forteza	3.20	265.00	848.00
12/01/09	Erickson meeting with D. Connolly, R. Goldman (.5). Discussion with A. Schouder (.2)	Ryan M. Philp	0.70	510.00	357.00
12/02/09	Discuss with D. Ball about deposition notice (.3) Background with A. Rozin (.6); Review letter (1.4); Revise letter (1.1)	Ryan M. Philp	3.40	510.00	1,734.00
12/02/09	Prepare Rule 2004 Examination Motions (4.0); research rules regarding oral depositions (.7)	Janelle S. Forteza	4.70	265.00	1,245.50
12/02/09	Attention to deposition notice and deposition binders (1); drafting document preservation letter (.8); revisions to same (.4); revisions to 2004 motions (7.1); confer with A. Schouder re: same (.6)	Anna Rozin	9.90	325.00	3,217.50
12/02/09	Call with S. Stricklin re: discovery (.2); call with lender re: same (.4)	Andrew J. Schouder	0.60	525.00	315.00
12/02/09	Review document preservation letter.	Andrew J. Schouder	0.20	525.00	105.00
12/02/09	Review Debtors' response to PNC 2004 motion.	Andrew J. Schouder	0.20	525.00	105.00

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12/02/09	Revise 2004 motion re: Trusts and J. Erickson.	Andrew J. Schouder	3.00	525.00	1,575.00
12/02/09	Revise deposition notices (.80); review proposed scope of various 2004 exams (.50)	Tricia R. DeLeon	1.30	495.00	643.50
12/02/09	Revise and finalize motion for expedited hearing on Committee's 2004 exam	Tricia R. DeLeon	0.40	495.00	198.00
12/02/09	Review Application for 2004 Examinations (1.5); Lexis research to check accuracy of citations (2); Pacer research regarding Motion for Expedited Discovery (.8)	Janice C. Scanlan	5.30	200.00	1,060.00
12/02/09	Review draft 2004 requests	Samuel M. Stricklin	1.90	625.00	1,187.50
12/02/09	Conf with Schouder and Rozin upon status (1.5); briefing on 552 issues (.7)	Daniel S. Connolly	2.20	815.00	1,793.00
12/02/09	Meeting with D. Connolly re: status and issues related to DIP hearing, deposition, 2004 motion, etc. (.4); meeting with D. Ball re: deposition notice (.2); email correspondence with team re: case documents and pending hearing (.2); review deposition notice (.2); review and edit document preservation letter (.4); meeting with R. Philp re: same (.2).	Rachel B. Goldman	1.60	600.00	960.00
12/03/09	Review and edit preservation letter (.3); meeting with R. Philp re: same (.2)	Rachel B. Goldman	0.50	600.00	300.00
12/03/09	Discovery issues (1.3); draft correspondence with debtors counsel (1)	Daniel S. Connolly	2.30	815.00	1,874.50
12/03/09	Draft Motion for Expedited Discovery	Janice C. Scanlan	1.00	200.00	200.00
12/03/09	Revise and finalize motion for expedited hearing on Committee's 2004 exam	Tricia R. DeLeon	0.40	495.00	198.00
12/03/09	Meeting with R. Philp and D. Ball re: discovery.	Andrew J. Schouder	1.00	525.00	525.00
12/03/09	Prepare 2004 requests for Redwood and Debtors.	Andrew J. Schouder	3.40	525.00	1,785.00
12/03/09	Revisions to debtor document preservation letter (2.4); confer with R. Philp re: same (.4) revisions to 2004 motions (4); confer with R. Philp and A. Schouder re: same (2.1); revised document preservation letters concerning other parties in interest (1)	Anna Rozin	9.90	325.00	3,217.50

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12/03/09	Preparing memo for litigation team	Anna Rozin	1.60	325.00	520.00
12/03/09	Drafting document preservation letters	Adam B. Shane	3.00	350.00	1,050.00
12/03/09	Drafting witness and exhibit list	Adam B. Shane	1.00	350.00	350.00
12/03/09	Review PNC 2004 motion papers (2.3); PNC motion papers and background materials (1.5); Meet with A. Schouder (1); Discuss 2004 motion papers with A. Rozin (.4); Revise preservation letter (1.3); T/C with committee (.9); B&G internal meeting (.3); Revise 2004 motion and discuss with A. Schouder (.6)	Ryan M. Philp	8.30	510.00	4,233.00
12/04/09	Revise 2004 motion (2.4); Revise and finalize Joinder (1.3); Discuss with D. Connolly regarding timing (.4); Discuss the next steps with A. Rozin (.5)	Ryan M. Philp	4.60	510.00	2,346.00
12/04/09	Revisions (1) and discussion (.3) of document preservation letters	Adam B. Shane	1.30	350.00	455.00
12/04/09	Further revisions to 2004 motions (5.5); confer with R. Philp re: same (.5); attention to document preservation letters (.4)	Anna Rozin	6.40	325.00	2,080.00
12/04/09	Research law regarding 2004 examinations;	Janelle S. Forteza	3.10	265.00	821.50
12/04/09	Review amended schedules.	Andrew J. Schouder	0.20	525.00	105.00
12/04/09	Attend to issues re: 2004 Motions and certifications (.8); review revisions (1).	Andrew J. Schouder	1.80	525.00	945.00
12/04/09	Meeting with D. Ball re: local bankruptcy rule and 2004 motion (.2); read local rule re: 2004 motion (.1); telephone call with S. Stricklin and A. Schouder re: 2004 motion (.2); meeting with A. Schouder and R. Philp re: 2004 motion and compliance with local rule (.3); Review and edit draft 2004 motion (.7); telephone call with R. Philp re: edits and revisions to 2004 motion (.3).	Rachel B. Goldman	1.80	600.00	1,080.00
12/07/09	Meeting with R. Philp re: 2004 motion and other document preservation letters (.1); correspondence with A. Schouder and R. Philp re: same (.1).	Rachel B. Goldman	0.20	600.00	120.00
12/07/09	Prep for 2004 hrg (1.8); prep of Protiviti witnesses (1); review of analysis (1)	Daniel S. Connolly	3.80	815.00	3,097.00

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12/07/09	Attention to debtor 2004 motion (3); revisions to same (1)	Anna Rozin	4.00	325.00	1,300.00
12/07/09	Revisions to 2004 motion	Adam B. Shane	1.40	350.00	490.00
12/07/09	Discuss next steps with R. Goldman (.1); Email exchange with A. Schouder. Review Debtor's 2004 Motion (2); Research counsel for Trusts (.5); Review productivity slides and discuss with A. Rozin (.4); Revise Debtor's 2004 Response (1)	Ryan M. Philp	4.00	510.00	2,040.00
12/08/09	Attention to document preservation letter	Anna Rozin	1.00	325.00	325.00
12/08/09	Prep for 2004 hrg (2.2); all-day conference at DLA Piper offices in Dallas (5.1); hearing regarding 2004/discovery issues (1.2)	Daniel S. Connolly	8.50	815.00	6,927.50
12/09/09	Confer with R. Goldman and R. Philp re: 2004 motions	Anna Rozin	0.60	325.00	195.00
12/10/09	Draft letter re discovery issues (.4); conf. with Stricklin/Schouder re 2004 issues (.2); review of transcripts of previous proceedings (1)	Daniel S. Connolly	1.60	815.00	1,304.00
12/10/09	Meetings with D. Ball and with D. Connolly re: hearing, resolution of certain objections and next steps.	Rachel B. Goldman	1.00	600.00	600.00
12/11/09	Follow-up with Debtors re: D&O Insurance and Houlihan valuation model.	Andrew J. Schouder	0.50	525.00	262.50
12/14/09	Research and review objection issues (.9); discovery disputes issues with Debtor and FA (1.2); meeting with Schouder and Rozin re: litigation options (.7); review 2004 motion (.5); review of caselaw on 552 issues (1)	Daniel S. Connolly	4.30	815.00	3,504.50
12/15/09	Prepared questions for meeting with ERC general counsel and CFO	Anna Rozin	0.90	325.00	292.50
12/16/09	Drafted letter re: Privileged Information	Anna Rozin	1.00	325.00	325.00
12/16/09	Edit letter regarding Privileged Information	David J. Ball	0.60	480.00	288.00
12/16/09	Meeting with management of Debtors at HQ in Baltimore, MD (4.5); conf w, Protiviti (pre and post meeting) (2); conf w. Schouder re: information obtained from Debtors (2.8)	Daniel S. Connolly	9.30	815.00	7,579.50
12/16/09	Working travel from NY to Baltimore for	Andrew J. Schouder	2.00	525.00	1,050.00

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	management meeting (review Coastwood proposal).				
12/18/09	Conf. w. Stricklin and Schouder re auction and next steps in litigation	Daniel S. Connolly	2.00	815.00	1,630.00
12/18/09	Meeting with D. Connolly and A. Schouder regarding [privileged]	Samuel M. Stricklin	0.80	625.00	500.00
12/21/09	Conf w. Schouder re discovery issues and strategy	Daniel S. Connolly	0.70	815.00	570.50
12/21/09	Telephone call and meetings with A. Schouder and D.Connolly (.3); review preservation letter to NSC (.3); attention to 2004 motion (.9)	Rachel B. Goldman	1.50	600.00	900.00
12/21/09	Review transcript of 12/18 hearing (.6); Mt. with D. Connolly, R. Goldman and A Rozin re: NSC 2004 discovery, draft document request list, review 2004 motion (6.4).	Andrew J. Schouder	7.00	525.00	3,675.00
12/21/09	Meeting with D. Connolly, R. Goldman and A. Schouder re: discovery strategy (1); revisions to NFP/NSC 2004 Motion (4.1); confer with A. Schouder and A. Shane re: same (.5); attention to document preservation letter (.7)	Anna Rozin	6.30	325.00	2,047.50
12/21/09	Revising 2004 motion draft	Adam B. Shane	1.40	350.00	490.00
12/22/09	Preparing and reviewing 2004 motion and supporting documents	Adam B. Shane	4.20	350.00	1,470.00
12/22/09	Revisions to 2004 Motion (3); revisions to Motion for Expedited Hearing (.7); confer with J. Forteza re: same (.3); revised proposed order for 2004 Motion (.6)	Anna Rozin	4.60	325.00	1,495.00
12/22/09	Edit 2004 motion to the NSC and accompanying motion for expedited hearing	David J. Ball	1.60	480.00	768.00
12/22/09	Prepare Motion for Expedited Hearing (1); file Motion for 2004 Examination (.3); File Motion for Expedited Hearing (.3)	Janelle S. Forteza	1.60	265.00	424.00
12/22/09	Review and edit 2004 motion for NSC and NFP's (1.8); meetings and correspondence with team re: same (.7)	Rachel B. Goldman	2.50	600.00	1,500.00
12/22/09	Format and e-file Motion for 2004 Examination of National Senior Campuses	Janice C. Scanlan	0.30	200.00	60.00

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12/23/09	Prepare and file Notice of Hearing and proposed order	Janelle S. Forteza	1.20	265.00	318.00
12/28/09	Review of post-auction position (.4); correspondence with Debtor re missing documents (.3); conf w. Stricklin and Schouder re litigation strategy (.5)	Daniel S. Connolly	1.20	815.00	978.00
12/28/09	Attention to various issues relating to 2004 examination of NSC and auction (2.4); calls and emails to BNY re: same (.5); Call with S. Stricklin and D. Connolly re: same (.6); Prepare email to committee re: same (.7)	Andrew J. Schouder	4.20	525.00	2,205.00
12/29/09	Attention to proposed order regarding 2004 examination	Janelle S. Forteza	0.40	265.00	106.00
12/29/09	Drafting 2004 Motions re: NFP/NSC	Anna Rozin	2.70	325.00	877.50
12/29/09	Revisions to proposed 2004 order (1); confer with J. Forteza re: same (.6)	Anna Rozin	1.60	325.00	520.00
12/29/09	Diligence of received documents for information in preparation of 2004 motion	Adam B. Shane	1.20	350.00	420.00
12/29/09	Research regarding privileged information	Adam B. Shane	1.10	350.00	385.00
12/30/09	Attention to motion for expedited hearing	Anna Rozin	0.20	325.00	65.00
01/04/10	Drafting and revisions to witness and exhibit list for 1-6-10 hearing (1.0); email correspondence with S. Stricklin, D. Connolly, R. Goldman, et. al. regarding same (.1)	Adam B. Shane	1.10	350.00	385.00
01/04/10	Upload proposed order regarding 2004 request	Janelle S. Forteza	0.20	285.00	57.00
01/04/10	Attending to retrieving documents necessary for the Witness & Exhibit List (.4); discussions and email correspondence with A. Shane and A. Schouder re: same (.4); confer with R. Goldman re: NSC discovery proposed order (.1); revisions to same (.2); correspondence with A. Schouder and J. Forteza re: filing same (.3); reviewed and summarized NSC's objection to the Committee 2004 Motion (.3); preparing 2004 Motion and discovery request list (3)	Anna Rozin	4.70	410.00	1,927.00
01/04/10	Meeting with A. Rozin re: prep for NSC 2004 hearing (.2); call with D. Connolly re: same (.3); call with S. Stricklin re: same (.2); review	Andrew J. Schouder	1.50	625.00	937.50

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	and comment on exhibit list (.4); review NSC objection (.4).				
01/04/10	Review of discovery posture (.4); draft letter to Debtor re Privileged Information (.7); prepare for 2004 hearing (.5)	Daniel S. Connolly	1.60	870.00	1,392.00
01/04/10	Review and edit proposed order (.2); meetings, telephone calls and email correspondence with team re: 2004 motions, proposed order and discovery(.8).	Rachel B. Goldman	1.00	650.00	650.00
01/05/10	Read objection to 2004 motion (.4); meetings with D. Connolly and team re: 2004 motions, discovery, preparation for hearing, case strategy (1.6).	Rachel B. Goldman	2.00	650.00	1,300.00
01/05/10	Prep for NSC 2004 hearing (.4); conf call with counsel for NSC (1); review with Schouder & Rozin on litigation strategy (2)	Daniel S. Connolly	3.40	870.00	2,958.00
01/05/10	Prepare for hearing	Samuel M. Stricklin	2.00	675.00	1,350.00
01/05/10	Meeting with D. Connolly and A. Rozin re: hearing on NSC 2004 motion (2); call with NSC counsel re: scope of 2004 requests (1); prepare outline of issues for meeting with NSC re: same (2).	Andrew J. Schouder	5.00	625.00	3,125.00
01/05/10	Two calls with A. Loza re: discovery requests (.3); review email correspondence from A. Schouder re: same (.1); email correspondence with A. Loza re: same (.5); review of dataroom (2.1) call with D. Ball re: 2004 Motions (.1); email correspondence re: same (.5); review and comment on draft of same (.9); confer with A. Shane re: revisions to discovery request list (.2); call with S. Stricklin re: Witness & Exhibit List (.1); confer with A. Schouder re: same (.2); call with T. Fletcher re: 2004 requests (1); meeting with D. Connolly; A. Schouder and R. Goldman re: strategy (2); prepare notes for meeting with T. Fletcher (.7); confer with A. Schouder re: same (.2)	Anna Rozin	8.90	410.00	3,649.00
01/05/10	Confer with A. Shane re: hearing preparation (.3); prepared case information for D. Connolly (.2)	Anna Rozin	0.50	410.00	205.00

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01/05/10	Revising Redwood 2004 motion (2.50); conference with A. Rozin re: same (.20)	Adam B. Shane	2.70	350.00	945.00
01/05/10	Attention to HCP motion to compel discovery	Adam B. Shane	0.30	350.00	105.00
01/05/10	Preparation for hearing on Motion for 2004 Examination of NSC/NFPs	Adam B. Shane	2.40	350.00	840.00
01/05/10	Review of NSC/NFP witness and exhibit list for 1/6/10 hearing	Adam B. Shane	0.10	350.00	35.00
01/05/10	Edit 2004 motion for Redwood/Coastwood (.5); draft document request exhibit for 2004 motion for Redwood (2.6)	David J. Ball	3.10	575.00	1,782.50
01/06/10	Research limits of discovery under 2004 and 9014 given upcoming contested matters and timing of cases	David J. Ball	2.50	575.00	1,437.50
01/06/10	Attention to documents for NSC 2004 motion	Adam B. Shane	0.10	350.00	35.00
01/06/10	Revisions to draft of Redwood 2004 motion (2.6); conference with A. Rozin about issues re: same (.3)	Adam B. Shane	2.90	350.00	1,015.00
01/06/10	Revisions to 2004 Motion	Anna Rozin	2.00	410.00	820.00
01/06/10	Working travel from NY to Dallas for hearing on NSC 2004 motion (prepare outline of issues and arguments to address with Court, review 2004 order).	Andrew J. Schouder	4.50	625.00	2,812.50
01/06/10	Strategy meeting with D. Connolly and S. Stricklin.	Andrew J. Schouder	1.00	625.00	625.00
01/06/10	Meeting with NSC counsel re: 2004 motion and other issues.	Andrew J. Schouder	2.00	625.00	1,250.00
01/06/10	Attend to hearing re: NSC 2004 motion and other issues.	Andrew J. Schouder	3.00	625.00	1,875.00
01/06/10	Prepare for and attend hearing	Samuel M. Stricklin	3.50	675.00	2,362.50
01/06/10	Prep for hearing on 2004 issues and NSC motion (1.8); conf w. Schouder re discovery issues (1.2)	Daniel S. Connolly	3.00	870.00	2,610.00
01/06/10	Attend hearing on 2004 motion and related issues (via telephone).	Rachel B. Goldman	1.90	650.00	1,235.00
01/07/10	Discovery issues (.2); review of materials provided by Debtor (.5); review motions re	Daniel S. Connolly	1.30	870.00	1,131.00

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	NSC (.4); conf with Protiviti re valuation (.2)				
01/07/10	Revise NSC 2004 Order and doc requests per agreement with NSC.	Andrew J. Schouder	2.00	625.00	1,250.00
01/07/10	Reviewed and summarized Court's order setting status conference for team and Committee	Anna Rozin	0.70	410.00	287.00
01/07/10	Review and redraft privilege log requirement language for 2004 motion for NSC (1); read and respond to emails regarding various docket filings (.2)	David J. Ball	1.20	575.00	690.00
01/08/10	Conf w. Schouder re discovery issues and pending motions	Daniel S. Connolly	1.10	870.00	957.00
01/08/10	Review update email.	Ryan M. Philp	0.20	605.00	121.00
01/09/10	Review NSC comments to 2004 Order and Doc request (.2); provide comments to D. Connolly re: same (.6).	Andrew J. Schouder	0.80	625.00	500.00
01/10/10	Reviewed and revised internal meeting agenda; prepare litigation issue outline	Anna Rozin	1.00	410.00	410.00
01/11/10	B&G team meeting regarding litigation strategy (1.5); preparation for same (.5)	Anna Rozin	2.00	410.00	820.00
01/11/10	Discuss litigation plan with R. Philp	Anna Rozin	1.00	410.00	410.00
01/11/10	Team meeting re strategy (1.5 hrs)	William H. Ebert	1.50	410.00	615.00
01/11/10	Discussion regarding outline and strategy for upcoming motions, objections and discovery	David J. Ball	1.10	575.00	632.50
01/11/10	Litigation strategy planning session	Adam B. Shane	1.50	350.00	525.00
01/11/10	Research regarding time limits and objection deadlines under N.D. Tex. local rules	Adam B. Shane	1.30	350.00	455.00
01/11/10	All hands meeting re: various litigations.	Andrew J. Schouder	1.50	625.00	937.50
01/11/10	Full team meeting on litigation strategy (1.5); review and prepare letters to DLA Piper re discovery (.9); review of proposed Order for NSC 2004 (.8)	Daniel S. Connolly	3.20	870.00	2,784.00
01/11/10	Conference call with litigation team re: status, strategy and plan for motions, discovery, hearing, settlement options, etc.	Rachel B. Goldman	1.30	650.00	845.00
01/11/10	Prepare for and participate in team strategy	Samuel M. Stricklin	1.50	675.00	1,012.50

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	meeting				
01/11/10	Attend to expedited motion	Tricia R. DeLeon	0.30	530.00	159.00
01/11/10	Meeting with A. Rozin (1). Prepare litigation issue outline (1.7).	Ryan M. Philp	2.70	605.00	1,633.50
01/12/10	Discuss litigation workflow with R. Goldman (.5); prepare memo re: litigation issues (3).	Ryan M. Philp	3.50	605.00	2,117.50
01/12/10	Telephone call with R. Philp re: litigation plan and outstanding issues.	Rachel B. Goldman	0.50	650.00	325.00
01/12/10	Conf w. Stricklin, Schouder and lit team re valuation models of debtor (4.6); meetings with Protiviti, A. Schouder, and S. Stricklin re valuation models and litigation issues (4.8)	Daniel S. Connolly	9.40	870.00	8,178.00
01/12/10	Attention to objection deadline matter	Adam B. Shane	0.10	350.00	35.00
01/12/10	Attend to issues regarding upcoming discovery	David J. Ball	0.20	575.00	115.00
01/12/10	Reviewed litigation gameplan (.3); confer with R. Philp re: same (.1)	Anna Rozin	0.40	410.00	164.00
01/12/10	Inquiry into setting objection deadlines	Anna Rozin	0.50	410.00	205.00
01/14/10	Attention to NSC discovery	Anna Rozin	0.40	410.00	164.00
01/14/10	Conf w. Stricklin and Schouder re mediation and settlement (1); review of issues re: [privileged information] (.4)	Daniel S. Connolly	1.40	870.00	1,218.00
01/14/10	Review draft confidentiality agreement (.4); correspondence with A. Schouder re: same (.3); telephone call with A. Rozin re: case status (.1).	Rachel B. Goldman	0.80	650.00	520.00
01/14/10	Review and comment on NSC 2004 confi (.2); email R. Goldman re: same (.1).	Andrew J. Schouder	0.30	625.00	187.50
01/14/10	Revise NSC order and doc requests.	Andrew J. Schouder	0.50	625.00	312.50
01/15/10	Edit draft confidentiality agreement (.3); correspondence and telephone call with A. Schouder re: same and related issues (.5); telephone call and correspondence with team re: document review for NSC/NFP production (.2).	Rachel B. Goldman	1.00	650.00	650.00
01/15/10	Review of mediation session (.8); conf w. Stricklin and Protiviti re financial models (.6);	Daniel S. Connolly	1.40	870.00	1,218.00

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01/15/10	Review email correspondence re: NSC discovery (.1); discuss litigation plan with A. Schouder (.2)	Anna Rozin	0.30	410.00	123.00
01/15/10	Attend to NSC and other third party discovery issues (.3); begin to review initial documents produced by NSC (1)	David J. Ball	1.30	575.00	747.50
01/19/10	Begin document review of documents produced by the NSC (.6); analyze document requests for other parties in interest (.5)	David J. Ball	1.10	575.00	632.50
01/19/10	Attention to NSC Discovery (.2); discussion with A. Schouder re: discovery plan for valuation and Plan (.5); email D. Connolly re: same (.1)	Anna Rozin	0.80	410.00	328.00
01/19/10	Discovery issues (.5); review of NCS motion (.5)	Daniel S. Connolly	1.00	870.00	870.00
01/19/10	Email re NSC doc review (.2). Discuss document review with D. Ball (.4).	Ryan M. Philp	0.60	605.00	363.00
01/19/10	Attention to document review of recently received NSC documents	Adam B. Shane	1.20	350.00	420.00
01/20/10	Continue document review of NSC documents	David J. Ball	0.30	575.00	172.50
01/21/10	Continue document review of NSC documents	David J. Ball	0.50	575.00	287.50
01/21/10	Privileged discovery	William H. Ebert	1.00	410.00	410.00
01/21/10	Review of discovery issues (.6); conf w. counsel for NSC (.6); review of documents (.5)	Daniel S. Connolly	1.70	870.00	1,479.00
01/21/10	Meeting with D. Connolly re: case status and discovery issues.	Rachel B. Goldman	0.40	650.00	260.00
01/21/10	Call with NSC counsel re: 2004 order.	Andrew J. Schouder	0.30	625.00	187.50
01/22/10	Telephone call with A. Schouder and meeting with D. Ball re: case status and discovery issues.	Rachel B. Goldman	0.30	650.00	195.00
01/25/10	Development of litigation strategy	Daniel S. Connolly	1.50	870.00	1,305.00
01/28/10	Reviewed deposition notice	Anna Rozin	0.20	410.00	82.00
02/04/10	Reviewed document preservation letter	Anna Rozin	0.20	410.00	82.00
02/04/10	Follow-up re: document preservation letter	Anna Rozin	0.10	410.00	41.00
02/04/10	Attend to document retention letter	David J. Ball	0.10	575.00	57.50

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02/04/10	Review and revise term sheet; conf w. lenders, conf w. Schouder re term sheet	Daniel S. Connolly	2.70	870.00	2,349.00
02/04/10	Attention to letter regarding Privileged Information	Adam B. Shane	0.20	350.00	70.00
02/10/10	Review information regarding tail policy	Samuel M. Stricklin	0.60	675.00	405.00
02/10/10	Attention to issues regarding d and o claims	Samuel M. Stricklin	1.10	675.00	742.50
02/10/10	Review D&O info; discuss same with D. Connolly and S. Stricklin.	Andrew J. Schouder	1.00	625.00	625.00
02/10/10	Attention to D&O policy and related correspondence	Anna Rozin	0.20	410.00	82.00
03/10/10	Attention to deposition schedule	Anna Rozin	0.40	410.00	164.00
Total for B499			346.50		186,981.00

Summary By Task

		Hours	Amount
B110	ADMINISTRATION - CASE ADMINISTRATION	128.10	39,631.00
B120	ASSET ANALYSIS AND RECOVERY	108.50	48,108.50
B130	ASSET DISPOSITION	67.30	26,818.00
B140	RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS	5.60	2,320.00
B150	MEETINGS OF AND COMMUNICATIONS WITH CREDITORS	192.80	102,102.00
B160	FEE/EMPLOYMENT APPLICATIONS	134.20	55,436.50
B170	FEE/EMPLOYMENT OBJECTIONS	287.40	122,440.00
B180	AVOIDANCE ACTION ANALYSIS	308.90	121,712.00
B185	ASSUMPTION/REJECTION OF LEASES AND CONTRACTS	8.60	2,951.00
B190	OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJ	75.90	30,848.00
B195	NON-WORKING TRAVEL	73.70	54,495.00
B220	EMPLOYEE BENEFITS/PENSIONS	0.50	175.00
B230	FINANCING/CASH COLLECTIONS	410.70	207,486.50
B240	TAX ISSUES	14.40	8,604.50
B320	PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS	804.30	482,007.50
B410	GENERAL BANKRUPTCY ADVICE/OPINIONS	23.80	14,539.00
B499	LITIGATION AND DISCOVERY	346.50	186,981.00

Summary of Fees

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	Hours	Rate/Hr	Amount
Daniel S. Connolly	95.20	815.00	77,588.00
Daniel S. Connolly	203.90	870.00	177,393.00
Tricia R. DeLeon	17.70	495.00	8,761.50
Tricia R. DeLeon	0.30	530.00	159.00
Rachel B. Goldman	13.40	600.00	8,040.00
Rachel B. Goldman	10.20	650.00	6,630.00
Mark B. Joachim	39.70	850.00	33,745.00
McGinley, Elizabeth	0.80	700.00	560.00
James D. Reardon	2.00	640.00	1,280.00
Samuel M. Stricklin	146.50	625.00	91,562.50
Samuel M. Stricklin	132.40	675.00	89,370.00
John C. Adolph	13.80	325.00	4,485.00
David J. Ball	44.60	480.00	21,408.00
David J. Ball	24.10	575.00	13,857.50
Jeris D. Brunette	59.00	325.00	19,175.00
Jason G. Cohen	0.60	390.00	234.00
Terry D. Crawford	29.80	350.00	10,430.00
William H. Ebert	24.30	325.00	7,897.50
William H. Ebert	32.90	410.00	13,489.00
Janelle S. Forteza	71.70	265.00	19,000.50
Janelle S. Forteza	7.60	285.00	2,166.00
Marcus D. Friedman	56.20	385.00	21,637.00
Alexander W. Jones	10.30	605.00	6,231.50
Josephine Moon	12.30	325.00	3,997.50
Soham D. Naik	171.70	510.00	87,567.00
Ryan M. Philp	21.00	510.00	10,710.00
Ryan M. Philp	13.60	605.00	8,228.00
Anna Rozin	315.70	325.00	102,602.50
Anna Rozin	224.70	410.00	92,127.00
Andrew J. Schoulder	360.40	525.00	189,210.00
Andrew J. Schoulder	336.70	625.00	210,437.50
Adam B. Shane	439.70	350.00	153,895.00
Mark E. Engelbart	15.50	250.00	3,875.00
Joanna Hong	3.50	245.00	857.50
Janice C. Scanlan	17.30	200.00	3,460.00
Janice C. Scanlan	16.80	205.00	3,444.00
Alice Fosson	0.80	215.00	172.00
Mary Ann Wacker	4.00	215.00	860.00
Mary Ann Wacker	0.50	225.00	112.50
Total	2,991.20	459.23	1,506,655.50

Total Fees for Professional Services

\$ 1,506,655.50

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EXHIBIT C

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	<u>Costs</u>	<u>Amount</u>
02/10/10	Working Meals Seamless Web-MEALS	25.74
03/31/10	Seamless Web-MEALS	24.09
03/31/10	Seamless Web-MEALS	35.44
03/24/10	Seamless Web-MEALS	24.10
03/24/10	Seamless Web-MEALS	24.10
03/24/10	Seamless Web-MEALS	24.10
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03/31/10	Seamless Web-MEALS	25.62
03/31/10	Seamless Web-MEALS	25.62

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03/31/10	Seamless Web-MEALS	25.62
03/31/10	Seamless Web-MEALS	25.62
03/31/10	Seamless Web-MEALS	23.20
03/31/10	Seamless Web-MEALS	23.20
03/31/10	Seamless Web-MEALS	27.78
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02/10/10	Working Meals Seamless Web-MEALS	15.39
02/10/10	Working Meals Seamless Web-MEALS	12.89
	<i>Total:</i>	2,333.48

Color Copies

11/30/09	Color Copies EQUITRAC COPIES	662 pages BATCH 2710DA	993.00
12/31/09	Color Copies EQUITRAC COPIES	355 pages BATCH 2713DA	532.50
01/31/10	Color Copies EQUITRAC COPIES	221 pages BATCH 2717DA	331.50
	<i>Total: Color Copies</i>		1,857.00

Courier

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	<i>Total: Courier</i>	553.21

Court Reporters

12/11/09	Court Reporters	271.20
03/30/10	Court Reporters transcription of Motions	114.00
03/24/10	Court Reporters transcription of Motions from Bankruptcy Court	540.00
03/17/10	Court Reporters Copy of transcript of 3/5/2010 hearing	192.00
02/25/10	Court Reporters Transcript	1,923.85
01/29/10	Court Reporters Transcript of hearing January 13, 2010	123.90
11/25/09	Court Reporters	137.75
01/29/10	Court Reporters Transcript of hearing January 22, 2010	123.90
	<i>Total: Court Reporters</i>	3,426.60

Database Search - LEXIS

02/23/10	Database Search - LEXIS 14 022310 Lexis Search 814 14	0.00
	022310027625.00000148GCQFN 00000000002084	
02/23/10	Database Search - LEXIS 14 022310 Lexis Search 814 14	0.00
	022310027625.000001DN71VBM 00000000000614	
02/26/10	Database Search - LEXIS 14 022610 Lexis Search 816 14	0.00
	022610027625.000001DN71VBM 00000000000827	
	<i>Total: Database Search - LEXIS</i>	0.00

Database Searches - Westlaw

02/26/10	Database Searches - Westlaw 14 100226 WESTLAW M/E 744	0.00
	14 100226027625.0000017195540 00000000000208	

Delivery Charges

12/31/09	Delivery Charges	48.39
01/26/10	Delivery Charges Delivery charge	27.02
01/26/10	Delivery Charges Delivery charge	10.43
	<i>Total: Delivery Charges</i>	85.84

Deposition Fees

12/31/09	Deposition Fees	1,491.00
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Document Production

11/20/09	Document Production - Darla M. Chavez, CSR Copy of Hearing	122.40
12/22/09	Document Production	1,341.50
12/31/09	Document Production	5.00
01/22/10	Document Production transcription services - regarding motions	454.25

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01/22/10	Document Production transcription services of Motions: Applications to Employ	176.40
01/22/10	Document Production Transcript of hearing 1/6/2010	189.00
02/09/10	Document Production Copies	285.79
<i>Total: Document Production</i>		<i>2,574.34</i>

Electronic Filing, Document Retrieval

01/26/10	Electronic Filing, Document Retrieval Online Services - Pacer Billing	36.24
02/09/10	Electronic Filing, Document Retrieval Online Services - Westlaw Business	57.27
01/26/10	Electronic Filing, Document Retrieval Online Service - Pacer Billing	189.92
01/26/10	Electronic Filing, Document Retrieval Online Service - Pacer Billing	571.12
01/26/10	Electronic Filing, Document Retrieval Online Services - Pacer Billing	5.12
12/18/09	Electronic Filing, Document Retrieval - Secretary of State of Texas	3.00
01/26/10	Electronic Filing, Document Retrieval Online Service - Pacer Billing	1.68
02/28/10	Electronic Filing, Document Retrieval Online Services - Westlaw Business	174.17
<i>Total: Electronic Filing, Document Retrieval</i>		<i>1,038.52</i>

Information Retrieval

12/31/09	Information Retrieval	284.00
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Other Costs

11/13/09	Other Costs	26.61
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Outside Delivery

11/30/09	Outside Delivery	1.20
01/31/10	Outside Delivery SD Courier 3520138 Batch # 477	1.32
01/31/10	Outside Delivery SD Courier 3520138 Batch # 477	2.50
12/15/09	Outside Delivery	1.20
12/15/09	Outside Delivery	23.95
12/15/09	Outside Delivery	8.90
12/15/09	Outside Delivery	26.00
11/30/09	Outside Delivery	8.90
11/30/09	Outside Delivery	5.00
11/30/09	Outside Delivery	23.95
01/31/10	Outside Delivery SD Courier 3520138 Batch # 477	23.95
11/30/09	Outside Delivery	26.00
<i>Total: Outside Delivery</i>		<i>152.87</i>

Photocopies

03/31/10	Photocopies EQUITRAC COPIES 980 pages BATCH 2728Re	98.00
11/30/09	Photocopies EQUITRAC COPIES 2375 pages BATCH 2710Re	237.50

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03/31/10	Photocopies EQUITRAC COPIES	575 pages BATCH 2728DA	57.50
02/28/10	Photocopies EQUITRAC COPIES	48 pages BATCH 2723Re	4.80
01/31/10	Photocopies EQUITRAC COPIES	3020 pages BATCH 2717DA	302.00
01/31/10	Photocopies EQUITRAC COPIES	1973 pages BATCH 2717Re	197.30
12/31/09	Photocopies EQUITRAC COPIES	6329 pages BATCH 2713DA	632.90
12/31/09	Photocopies EQUITRAC COPIES	3182 pages BATCH 2713Re	318.20
11/30/09	Photocopies EQUITRAC COPIES	8076 pages BATCH 2710DA	807.60

Total: Photocopies 2,655.80

Postage

12/31/09	Postage 01	120209 01089 POSTAGE	Batch 681	25.02
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Reimbursement

03/31/10	Reimbursement 398339	Travel to Dallas for Erickson	296.93
01/29/10	Reimbursement 392807	Travel to Dallas for Erickson Hearing.	107.40
01/15/10	Reimbursement 390567	Travel to Dallas for Erickson	65.48
01/22/10	Reimbursement 390373	Filing fee for pro hac vice motions	50.00
01/22/10	Reimbursement 392077	Meal while working.	8.35
01/29/10	Reimbursement 392105	Travel to Dallas for meetings & hearings 1/11 - 1/14	215.89
01/29/10	Reimbursement 392991	Hotel and meal expenses for Erickson case.	380.97
01/29/10	Reimbursement 392691	Erickson Group Committee Lunch for meeting	497.00
02/19/10	Reimbursement 393231	Travel to Dallas, TX for Erickson	120.81
02/19/10	Reimbursement 394137	Travel to Dallas for Erickson 2/4/10 -2/5/10	27.07
02/26/10	Reimbursement 395411	Court Call charges	262.00
01/15/10	Reimbursement 390771	CourtCall Admin: Appearance Payment Information	153.00
03/19/10	Reimbursement 397315	Travel Expenses for trip to Dallas for Erickson meetings on 2/4 - 2/5.	42.65
03/26/10	Reimbursement 397319	Travel to Dallas for Erickson Meetings.	34.77
03/15/10	Reimbursement 396575	Travel expenses while in Dallas for Erickson meetings.	29.74
11/30/09	Reimbursement 387781	Transportation and Court Call	233.00
01/15/10	Reimbursement 390583	Meal during travel to Dallas for Erickson 11/17-11/18	12.00
11/20/09	Reimbursement 386375	Overtime meals and taxis to/from office.	13.68
11/20/09	Reimbursement 386143	Cab fare and Working Meal related to late night work on matter	8.95
11/25/09	Reimbursement 386913	Dinner for B&G team while preparing for hearing on 11/18/2009.	64.23
11/25/09	Reimbursement 387135	Filing Fee for Motion to Appear Pro Hac Vice	25.00
11/30/09	Reimbursement 387701	Prepare for and attend meeting at U.S. Trustee's Office.	16.88
12/18/09	Reimbursement 389855	Travel expenses for Dallas trip 12/7-12/10.	183.94
12/18/09	Reimbursement 388933	Travel to Dallas for Erickson 12/07 - 12/09	102.74

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12/18/09	Reimbursement 388945 Travel to Dallas for Erickson 11/29-11/30	117.53
12/18/09	Reimbursement 388965 hearing in Dallas	617.48
01/15/10	Reimbursement 390569 Travel to Baltimore for Erickson 12/15	532.00
01/15/10	Reimbursement 390575 Internet access while in Dallas for Erickson 12/7-12/9	24.95
01/15/10	Reimbursement 390577 Travel to Dallas for Erickson 11/29-11/30	85.60
01/15/10	Reimbursement 390581 Travel to Delaware for Erickson 11/23	357.00
11/25/09	Reimbursement 387109 Travel to Dallas for Erickson hearings	46.52
<i>Total: Reimbursement</i>		<i>4,733.56</i>

Staff Service

12/03/09	Staff Service Staff11 12/03/09 > 041SO1 03641	61.95
01/21/10	Staff Service Staff11 01/21/10 > 041SO1 03641	62.85
12/01/09	Staff Service Staff11 12/01/09 > 041SO1 03669	35.53
03/26/10	Staff Service Staff11 03/26/10 > 041SO1 01914	24.27
12/02/09	Staff Service Staff11 12/02/09 > 041SO1 03639	96.48
12/02/09	Staff Service Staff11 12/02/09 > 041SO1 03639	55.13
02/26/10	Staff Service Staff22 2/8/2010 > 041SO1 LA	60.00
<i>Total: Staff Service</i>		<i>396.21</i>

Telephone

11/30/09	Telephone EQUITRAC Phone Load Batch # 554	12.45
12/31/09	Telephone EQUITRAC Phone Load Batch # 555	1.50
01/31/10	Telephone EQUITRAC Phone Load Batch # 556	0.30
<i>Total: Telephone</i>		<i>14.25</i>

Travel Expenditures

02/19/10	Travel Expenditures Schoulder car service	84.60
02/10/10	Travel Expenditures pick up at DFW Airport	80.52
02/10/10	Travel Expenditures pick up at Fairmont Hotel	80.52
02/10/10	Travel Expenditures pick up at Dallas Office	80.52
02/10/10	Travel Expenditures pick up at Dallas Office	80.52
02/12/10	Travel Expenditures 394095 Cab home from late work at NY Office	14.37
02/19/10	Travel Expenditures 393801 Travel to Dallas for Erickson meetings	1,881.40
02/19/10	Travel Expenditures Schoulder car service	88.30
02/19/10	Travel Expenditures Schoulder car service	91.63
01/26/10	Travel Expenditures Schoulder car service	102.01
02/19/10	Travel Expenditures Rozin car service	33.87
02/19/10	Travel Expenditures Schoulder car service	84.60
02/05/10	Travel Expenditures 393237 Parking expense for Dallas Meeting	16.00
02/19/10	Travel Expenditures Dan Connolly, pick up at DFW Airport	80.52
02/05/10	Travel Expenditures 392735 Air Fare - NY Meeting regarding Erickson	2,091.97
01/29/10	Travel Expenditures 392189 Trip to Dallas for Erickson meetins.	1,881.40

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01/29/10	Travel Expenditures 392105 Travel to Dallas for meetings & hearings 1/11 - 1/14	2,754.56
01/29/10	Travel Expenditures 392441 Travel Expenses	286.61
01/29/10	Travel Expenditures 392635 Parking for document review	16.00
01/29/10	Travel Expenditures 392991 Hotel and meal expenses for Erickson case.	476.40
01/29/10	Travel Expenditures 392807 Travel to Dallas for Erickson Hearing.	1,314.25
01/29/10	Travel Expenditures 392971 Cab home from late work at NY Office	11.20
01/28/10	Travel Expenditures Philp car service	54.06
01/28/10	Travel Expenditures Naik car service	26.61
01/28/10	Travel Expenditures Schouder car service	88.70
01/28/10	Travel Expenditures Ball car service	77.06
02/19/10	Travel Expenditures Dan Connolly, pick up at Dallas Office	117.78
03/22/10	Travel Expenditures Zapata car service	103.02
01/28/10	Travel Expenditures Schouder car service	88.30
03/17/10	Travel Expenditures Strickland car service	29.94
03/26/10	Travel Expenditures 398019 parking while attending Erickson hearing	10.00
03/26/10	Travel Expenditures 397319 Travel to Dallas for Erickson Meetings.	2,122.19
03/22/10	Travel Expenditures Zapata car service	111.18
12/31/09	Travel Expenditures pick up at DFW to Fairmont Hotel - Andrew Schouder	80.52
03/22/10	Travel Expenditures Zapata car service	103.02
01/26/10	Travel Expenditures Schouder car service	91.47
03/22/10	Travel Expenditures Philp car service	62.02
03/22/10	Travel Expenditures Schouder car service	84.60
03/22/10	Travel Expenditures Schouder car service	84.60
03/19/10	Travel Expenditures 397315 Travel Expenses for trip to Dallas for Erickson meetings on 2/4 - 2/5.	2,108.85
03/19/10	Travel Expenditures 397365 Parking cost at the court	10.00
03/17/10	Travel Expenditures Zapata car service	103.02
03/17/10	Travel Expenditures Zapata car service	119.34
03/22/10	Travel Expenditures Schouder car service	87.37
03/11/10	Travel Expenditures Dan Connolly - pick up at Dallas Office	80.52
02/19/10	Travel Expenditures Rozin car service	45.82
02/19/10	Travel Expenditures including airfare, hotel, and transportation expenses 394137 Travel to Dallas for Erickson 2/4/10 -2/5/10	2,536.39
02/19/10	Travel Expenditures 393231 Travel to Dallas, TX for Erickson	993.48
02/19/10	Travel Expenditures 393231 Travel to Dallas, TX for Erickson	66.50
02/26/10	Travel Expenditures 395347 Cab home from late work at NY Office	20.50
03/17/10	Travel Expenditures Zapata car service	119.34
03/11/10	Travel Expenditures Dan Connolly - pick up at DFW Airport	80.52
03/17/10	Travel Expenditures Zapata car service	34.37
03/15/10	Travel Expenditures 396575 Travel expenses while in Dallas for Erickson meetings.	217.00
03/15/10	Travel Expenditures 396913 Cab fare home from late work at NY Office (3/3 - 3/4)	23.37

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03/16/10	Travel Expenditures Stricklin car service	73.73
03/16/10	Travel Expenditures Schouder car service	102.01
03/16/10	Travel Expenditures Stricklin car service	59.87
02/19/10	Travel Expenditures Rozin car service	32.93
02/26/10	Travel Expenditures 395271 try to attend hearing in Erickson - hearing cancelled by court	10.00
11/30/09	Travel Expenditures 387701 Prepare for and attend meeting at U.S. Trustee's Office.	10.00
12/18/09	Travel Expenditures 390265 Cab home from late work at NY Office	10.37
12/18/09	Travel Expenditures 390191 Cab home from late work on matter (12/11/2009)	10.87
12/18/09	Travel Expenditures 388965 hearing in Dallas	2,162.74
12/11/09	Travel Expenditures 388253 Cabs home from late work at NY Office	23.67
12/11/09	Travel Expenditures 388975 late work taxis	20.00
12/11/09	Travel Expenditures 387501 After Hours Cab Home	6.90
12/11/09	Travel Expenditures 388879 Travel Taxis	78.00
12/11/09	Travel Expenditures 387763 T. DeLeon; attend 341 meeting.	10.00
12/11/09	Travel Expenditures Naik car service	26.61
12/11/09	Travel Expenditures Naik car service	26.61
12/11/09	Travel Expenditures car service from DFW Airport	80.52
12/11/09	Travel Expenditures car service from DFW Airport	80.52
12/31/09	Travel Expenditures pick up at DFW to W Dallas Hotel	92.52
11/30/09	Travel Expenditures 387717 J. Forteza; attend hearing; obtain hearing transcript.	10.00
12/18/09	Travel Expenditures 389295 Transportation Charges	128.35
11/30/09	Travel Expenditures 387799 Cab home from late work at NY Office	10.70
11/30/09	Travel Expenditures 387369 After hours taxi	19.38
11/30/09	Travel Expenditures 387783 Transportation	240.89
11/30/09	Travel Expenditures 387781 Transportation and Court Call	79.81
11/25/09	Travel Expenditures 387109 Travel to Dallas for Erickson hearings	2,192.03
11/25/09	Travel Expenditures 387343 Car service home.	25.00
11/25/09	Travel Expenditures 387341 Car service to the office.	25.00
11/25/09	Travel Expenditures 387339 Car service home.	25.00
11/25/09	Travel Expenditures 387337 Car service to the office.	25.00
11/20/09	Travel Expenditures 386539 Cab home working late	9.96
11/20/09	Travel Expenditures 386143 Cab fare and Working Meal related to late night work on matter	45.72
11/20/09	Travel Expenditures 386491 After Hours Cab Fare 11/14-11/15/09	32.40
11/20/09	Travel Expenditures 386375 Overtime meals and taxis to/from office.	30.50
12/10/09	Travel Expenditures Naik car service	26.61
01/15/10	Travel Expenditures 390521 Cab home from late work at NY Office	12.37
01/26/10	Travel Expenditures Ball car service	53.22
01/22/10	Travel Expenditures 392055 Car to office 1/18/2010	20.00
01/22/10	Travel Expenditures Schouder car service	91.47
01/22/10	Travel Expenditures 392475 Cab home from late work at NY Office (1/19/2010)	10.37

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01/22/10	Travel Expenditures 392285 Cab home from late work at NY Office	14.50
01/22/10	Travel Expenditures 391801 Car service while in Dallas for Erickson	50.00
01/22/10	Travel Expenditures 391797 Travel to Dallas w/ D. Connolly for Erickson hearing 1/6/10	2,225.40
01/22/10	Travel Expenditures 391787 Travel to Dallas for Erickson 01/06/10	1,881.40
01/20/10	Travel Expenditures Zapata car service, night staff	122.60
01/15/10	Travel Expenditures 390657 Various Taxi Fares	30.20
01/15/10	Travel Expenditures 390567 Travel to Dallas for Erickson	2,114.05
01/15/10	Travel Expenditures 391423 Cab home from late work at NY Office	10.70
01/15/10	Travel Expenditures 391255 Cabs home from weekend and late work on matter	30.20
12/18/09	Travel Expenditures 388945 Travel to Dallas for Erickson 11/29-11/30	2,042.15
01/14/10	Travel Expenditures pick up at DFW Airport/Fairmont Hotel	80.52
01/26/10	Travel Expenditures Schouder car service	102.10
12/18/09	Travel Expenditures 388933 Travel to Dallas for Erickson 12/07 - 12/09	2,316.90
12/18/09	Travel Expenditures 389855 Travel expenses for Dallas trip 12/7-12/10.	2,535.81
12/18/09	Travel Expenditures 390037 Parking charge for trip to Dallas 12/7-12/9, 2009.	132.00
03/31/10	Travel Expenditures 398339 Travel to Dallas for Erickson	2,064.75
01/15/10	Travel Expenditures 390889 Cab fare home from late work at NY Office 12/29/09 - 1/5/10	51.44
01/12/10	Travel Expenditures pick up DFW Airport/Dallas Office	80.52
01/15/10	Travel Expenditures 390785 Cabs taken home from NY Office following late night work on matter	25.67
01/14/10	Travel Expenditures pick up Fairmont Hotel/DFW Airport	80.52
01/14/10	Travel Expenditures pick up at DFW Airport/Dallas Office	80.52
01/14/10	Travel Expenditures pick up Dallas Office/DFW Airport	80.52
01/14/10	Travel Expenditures pick up Court/DFW Airport	90.52
01/15/10	Travel Expenditures 390597 Travel to Dallas for Erickson case on 12/18/2009	2,726.22
12/18/09	Travel Expenditures 390273 Attend hearing.	10.00
12/31/09	Travel Expenditures pick up at DFW to Fairmont Hotel	80.52
	<i>Total: Travel Expenditures</i>	<i>46,704.61</i>

Costs.....68,352.92

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EXHIBIT D

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COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	CASE NO. 09-37010-sgj11
	§	
ERICKSON RETIREMENT COMMUNITIES, LLC, <i>et al.</i>	§	CHAPTER 11
	§	
Debtors.¹	§	

**CERTIFICATION PURSUANT TO THE GUIDELINES
FOR COMPENSATION AND EXPENSE REIMBURSEMENT OF PROFESSIONALS**

I, Samuel M. Stricklin, Esquire, verify as follows:

¹ The Debtors in these chapter 11 cases (the "Cases") are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, and Warminster Campus, LP.

1. I am a partner with the applicant law firm, Bracewell & Giuliani LLP ("Bracewell"), and have been admitted to the Bar of the State of Texas since 1987. Bracewell has rendered professional services in these Cases as counsel to the above-captioned Debtors.

2. I have read the foregoing Application of Bracewell for compensation and reimbursement of expenses (the "Application"). To the best of my knowledge, information and belief, formed upon the basis of my participation in these Cases, as well as after reasonable inquiry, the facts set forth in the foregoing Application are true and correct and materially comply with the applicable orders, rules, guidelines and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and this Bankruptcy Court.

I verify under penalty of perjury that the foregoing is true and correct.

Executed on April 30, 2010

/s/ Samuel M. Stricklin

Samuel M. Stricklin, Esquire (No. 19397050)